

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ianchulev Tsontcho</u> (Last) (First) (Middle) <u>C/O EYENOVIA, INC.</u> <u>295 MADISON AVENUE, SUITE 2400</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EYENOVIA, INC. [EYEN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.0001	01/02/2019		M		40,000	A	\$1.24	58,749	D	
Common Stock, par value \$.0001	01/02/2019		M		133,686	A	\$1.95	192,435	D	
Common Stock, par value \$.0001	01/02/2019		M		140,000	A	\$1.24	606,667	I	By Private Medical Equity, Inc. ⁽¹⁾
Common Stock, par value \$.0001								6,000	I	By The Meliora Trust ⁽¹⁾
Common Stock, par value \$.0001								453,333	I	By PME Investor Services Eyenovia, LLC ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$1.24	01/02/2019		M		40,000	03/02/2015	03/02/2025	Common Stock	40,000	\$0.00	0	D	
Stock Option (right to buy)	\$1.95	01/02/2019		M		133,686	(2)	07/07/2027	Common Stock	133,686	\$0.00	267,370	D	
Stock Option (right to buy)	\$1.24	01/02/2019		M		140,000	03/23/2015	03/23/2025	Common Stock	140,000	\$0.00	140,000	I	By Private Medical Equity, Inc. ⁽¹⁾
Stock Option (right to buy)	\$6.2						(3)	07/24/2028	Common Stock	124,210		124,210	D	

Explanation of Responses:

1. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
2. The option became exercisable as to 11,140 shares on August 7, 2017, and becomes exercisable in equal 11,140 share amounts on each of the 35 one-month anniversaries thereafter.
3. One-third of the option becomes exercisable on July 24, 2019 and the remaining shares underlying the option become exercisable in equal increments on each of the 24-one month anniversaries thereafter.

Remarks:

/s/ S. Halle Vakani, Attorney-in-Fact

01/03/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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