

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>03/24/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ 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	03/24/2020		P		82,431	A	\$2.27 ⁽¹⁾	508,679	D	
Common Stock, par value \$.0001								606,667	I	By Private Medical Equity, Inc. ⁽²⁾
Common Stock, par value \$.0001								6,000	I	By The Meliora Trust ⁽²⁾
Common Stock, par value \$.0001								453,333	I	By PME Investor Services Eyenovia, LLC ⁽²⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Warrant	\$2.27 ⁽³⁾	03/24/2020		P		41,216 ⁽⁴⁾		03/24/2020	03/24/2021	Common Stock	41,216	(1)	41,216	D	
Class B Warrant	\$2.724 ⁽³⁾	03/24/2020		P		61,823 ⁽⁴⁾		03/24/2020	03/24/2025	Common Stock	61,823	(1)	61,823	D	
Stock Option (right to buy)	\$1.95							(5)	07/07/2027	Common Stock	267,370		267,370	D	
Stock Option (right to buy)	\$6.2							(6)	07/24/2028	Common Stock	124,210		124,210	D	
Stock Option (right to buy)	\$3.11							(7)	08/16/2029	Common Stock	183,703		183,703	D	
Stock Option (right to buy)	\$1.24							03/23/2015	03/23/2025	Common Stock	140,000		140,000	I	By Private Medical Equity, Inc. (2)

Explanation of Responses:

- On March 24, 2020, the Reporting Person purchased Units from the Issuer in a private placement, with each Unit consisting of (a) one share of the Issuer's common stock, (b) a Class A Warrant representing the right to acquire 0.5 shares of the Issuer's common stock and (c) a Class B Warrant representing the right to acquire 0.75 shares of the Issuer's common stock. The purchase price for each Unit was \$2.42625 of which \$2.27 was for the share of the Issuer's common stock, \$0.06250 was for the Class A Warrant and \$0.09375 was for the Class B Warrant.
- 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.
- The exercise price per share of the Issuer's common stock issuable upon exercise of the Class A and Class B Warrants is subject to adjustment for stock splits, stock dividends and similar corporate events.
- The number of shares of Issuer common stock issuable upon exercise of the Class A and Class B Warrants is subject to adjustment for stock splits, stock dividends and similar corporate events.
- 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.
- This option is fully vested.
- One-third of the option becomes exercisable on August 16, 2020 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

03/26/2020

** 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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