

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*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Clasby Jennifer G</u>	<u>EYENOVIA, INC. [EYEN]</u>	Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/>
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	VP, Clinical Operations
C/O EYENOVIA, INC. 295 MADISON AVENUE, SUITE 2400	09/18/2020	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK NY 10017		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	09/18/2020		M		26,737	A	\$1.95	55,702	D	

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							
Stock Option (right to buy)	\$1.95	09/18/2020		M		26,737	(1)	07/07/2027 Common Stock	26,737	\$0.00	24,510	D
Stock Option (right to buy)	\$6.2						(2)	07/24/2028 Common Stock	19,874		19,874	D
Stock Option (right to buy)	\$3.11						(3)	08/16/2029 Common Stock	42,722		42,722	D
Stock Option (right to buy)	\$2.72						(4)	06/02/2030 Common Stock	121,410		121,410	D

Explanation of Responses:

- The option became exercisable as to 2,228 shares on August 7, 2017 and becomes exercisable in equal 2,228 share amounts on each of the 35 one-month anniversaries thereafter.
- 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.
- 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.
- This stock option was granted by the Issuer's Board of Directors on June 3, 2020, subject to stockholder approval of the Issuer's Amended and Restated 2018 Omnibus Stock Incentive Plan (the "Plan"). The Issuer's stockholders approved the Plan on June 30, 2020. One-third of the option becomes exercisable on June 3, 2021 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 10/16/2020

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

