

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Lanman Richard B.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Guardant Health, Inc. [ GH ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2019</u>					
505 PENOBSCOT DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)	REDWOOD CITY	CA 94063						
(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	04/15/2019		M		45,000	A	\$1.43	175,631	D	
COMMON STOCK	04/15/2019		S		31,500 <sup>(1)</sup>	D	\$73.98 <sup>(2)</sup>	144,131	D	
COMMON STOCK	04/15/2019		S		13,500 <sup>(1)</sup>	D	\$76.05 <sup>(3)</sup>	130,631	D	
COMMON STOCK	04/16/2019		M		45,000	A	\$1.43	175,631	D	
COMMON STOCK	04/16/2019		S		45,000 <sup>(1)</sup>	D	\$76.56 <sup>(4)</sup>	130,631	D	
COMMON STOCK	04/17/2019		M		21,652	A	\$1.43	152,283	D	
COMMON STOCK	04/17/2019		M		17,676	A	\$4.18	169,959	D	
COMMON STOCK	04/17/2019		M		6,916	A	\$8.8	176,875	D	
COMMON STOCK	04/17/2019		S		27,396 <sup>(1)</sup>	D	\$71.66 <sup>(5)</sup>	149,479	D	
COMMON STOCK	04/17/2019		S		18,848 <sup>(1)</sup>	D	\$72.98 <sup>(6)</sup>	130,631	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	(A)	(D)	Date Exercisable	Expiration Date						Title
STOCK OPTION (RIGHT TO BUY)	\$1.43 <sup>(7)</sup>	04/15/2019		M			45,000	(8)	10/16/2024	COMMON STOCK	45,000	\$0	106,331	D	
STOCK OPTION (RIGHT TO BUY)	\$1.43 <sup>(7)</sup>	04/16/2019		M			45,000	(8)	10/16/2024	COMMON STOCK	45,000	\$0	61,331	D	
STOCK OPTION (RIGHT TO BUY)	\$1.43 <sup>(7)</sup>	04/17/2019		M			21,652	(8)	10/16/2024	COMMON STOCK	21,652	\$0	39,679	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	(A)	(D)	Date Exercisable	Expiration Date						Title
STOCK OPTION (RIGHT TO BUY)	\$4.18 <sup>(9)</sup>	04/17/2019		M			17,676	(10)	04/30/2027	COMMON STOCK	17,676	\$0	19,214	D	
STOCK OPTION (RIGHT TO BUY)	\$8.8	04/17/2019		M			6,916	(11)	08/21/2028	COMMON STOCK	6,916	\$0	48,419	D	

**Explanation of Responses:**

- These shares were sold under a pre-arranged sales plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The shares sold were acquired contemporaneously upon the cashless exercise of one or more stock options at an exercise price of \$1.43, \$4.18 or \$8.80 per share.
- The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$73.86 to \$74.19. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$75.92 to \$76.29. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$76.44 to \$76.64. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$71.50 to \$71.76. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$72.92 to \$73.86. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- The exercise price of \$1.42 reported in the Reporting Person's Form 3 filed on October 3, 2018 was in error.
- The stock option vests and becomes exercisable as to 25% of the option on September 2, 2015, thereafter vests in equal monthly installments over 36 months.
- The exercise price of \$4.17 reported in the Reporting Person's Form 3 filed on October 3, 2018 was in error.
- The stock option vests and becomes exercisable in equal monthly installments over 48 months commencing on April 1, 2017.
- The stock option vests and becomes exercisable in equal monthly installments over 48 months commencing on August 22, 2018

**Remarks:**

/s/ Michael Wiley, as  
Attorney-in-Fact for Richard    04/17/2019  
Lanman

\*\* 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.