

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>Talasz AmirAli</u> (Last) (First) (Middle) 505 PENOBSCOT DRIVE (Street) REDWOOD CA 94063 CITY (State) (Zip) (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/22/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	04/22/2019		S		46,389 ⁽¹⁾	D	\$64.18 ⁽²⁾	3,882,326 ⁽³⁾	I	Shares held by Talasz and Eskandari 2017 Family Trust ⁽³⁾
COMMON STOCK	04/22/2019		S		23,603 ⁽¹⁾	D	\$65.13 ⁽⁴⁾	3,858,723	I	Shares held by Talasz and Eskandari 2017 Family Trust
COMMON STOCK	04/22/2019		S		16,594 ⁽¹⁾	D	\$66.12 ⁽⁵⁾	3,842,129	I	Shares held by Talasz and Eskandari 2017 Family Trust
COMMON STOCK	04/22/2019		S		25,649 ⁽¹⁾	D	\$67.26 ⁽⁶⁾	3,816,480	I	Shares held by Talasz and Eskandari 2017 Family Trust
COMMON STOCK	04/22/2019		S		9,602 ⁽¹⁾	D	\$68.26 ⁽⁷⁾	3,806,878	I	Shares held by Talasz and Eskandari 2017 Family Trust

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			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	04/22/2019		S		101 ⁽¹⁾	D	\$69.01 ⁽⁸⁾	3,806,777	I	Shares held by Talasaz and Eskandari 2017 Family Trust
COMMON STOCK	04/22/2019		S		4,233 ⁽¹⁾	D	\$63.89 ⁽⁹⁾	55,767 ⁽³⁾	I	Shares held by Samar Talasaz 2018 Irrevocable Trust ⁽³⁾
COMMON STOCK	04/22/2019		S		7,239 ⁽¹⁾	D	\$64.44 ⁽¹⁰⁾	48,528	I	Shares held by Samar Talasaz 2018 Irrevocable Trust
COMMON STOCK	04/22/2019		S		7,614 ⁽¹⁾	D	\$65.39 ⁽¹¹⁾	40,914	I	Shares held by Samar Talasaz 2018 Irrevocable Trust
COMMON STOCK	04/22/2019		S		4,630 ⁽¹⁾	D	\$66.61 ⁽¹²⁾	36,284	I	Shares held by Samar Talasaz 2018 Irrevocable Trust
COMMON STOCK	04/22/2019		S		7,209 ⁽¹⁾	D	\$67.32 ⁽¹³⁾	29,075	I	Shares held by Samar Talasaz 2018 Irrevocable Trust
COMMON STOCK	04/22/2019		S		70 ⁽¹⁾	D	\$68.44	29,005	I	Shares held by Samar Talasaz 2018 Irrevocable Trust
COMMON STOCK	04/22/2019		S		3,546 ⁽¹⁾	D	\$63.91 ⁽⁹⁾	56,454 ⁽³⁾	I	Shares held by Sana Talasaz 2018 Irrevocable Trust ⁽³⁾
COMMON STOCK	04/22/2019		S		9,902 ⁽¹⁾	D	\$64.42 ⁽¹⁴⁾	46,552	I	Shares held by Sana Talasaz 2018 Irrevocable Trust
COMMON STOCK	04/22/2019		S		7,187 ⁽¹⁾	D	\$65.54 ⁽¹⁵⁾	39,365	I	Shares held by Sana Talasaz 2018 Irrevocable Trust

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	04/22/2019		S		3,070 ⁽¹⁾	D	\$66.61 ⁽¹⁶⁾	36,295	I	Shares held by Sana Talasaz 2018 Irrevocable Trust
COMMON STOCK	04/22/2019		S		5,504 ⁽¹⁾	D	\$67.43 ⁽¹⁷⁾	30,791	I	Shares held by Sana Talasaz 2018 Irrevocable Trust
COMMON STOCK	04/22/2019		S		1,786 ⁽¹⁾	D	\$68.46 ⁽¹⁸⁾	29,005	I	Shares held by Sana Talasaz 2018 Irrevocable Trust
COMMON STOCK	04/22/2019		M		44,426 ⁽¹⁹⁾	A	\$4.18	52,375	D	
COMMON STOCK	04/22/2019		S		4,643 ⁽¹⁾	D	\$63.91 ⁽⁹⁾	47,732	D	
COMMON STOCK	04/22/2019		S		16,312 ⁽¹⁾	D	\$64.36 ⁽²⁰⁾	31,420	D	
COMMON STOCK	04/22/2019		S		10,715 ⁽¹⁾	D	\$65.39 ⁽¹¹⁾	20,705	D	
COMMON STOCK	04/22/2019		S		5,739 ⁽¹⁾	D	\$66.54 ⁽¹²⁾	14,966	D	
COMMON STOCK	04/22/2019		S		6,160 ⁽¹⁾	D	\$67.27 ⁽²¹⁾	8,806	D	
COMMON STOCK	04/22/2019		S		4,963 ⁽¹⁾	D	\$68.59 ⁽²²⁾	3,843	D	
COMMON STOCK								737,800 ⁽³⁾	I	Shares held by Talasaz Investments, L.P. ⁽³⁾

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						Amount or Number of Shares
STOCK OPTION (RIGHT TO BUY)	\$4.18 ⁽²³⁾	04/22/2019		M		44,426		(24)	07/13/2027	COMMON STOCK	44,426	\$0	1,154,656	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 price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$63.80 to \$64.79, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The allocation of shares among such entities reported in the Reporting Person's Form 4 filed on October 11, 2018 was in error and has been corrected in this form.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$64.80 to \$65.79, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$65.80 to \$66.75, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

6. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$66.80 to \$67.78, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
7. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$67.82 to \$68.76, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
8. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$68.90 to \$69.01, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
9. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$63.82 to \$63.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
10. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$64.00 to \$64.96, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
11. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.97, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
12. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$66.00 to \$66.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
13. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$67.00 to \$67.60, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
14. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$64.01 to \$64.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
15. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.96, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
16. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$66.02 to \$66.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
17. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$67.00 to \$67.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
18. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$68.00 to \$68.87, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
19. The shares were acquired and then sold contemporaneously upon the cashless exercise of stock option at an exercise price of \$4.18 per share.
20. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$64.00 to \$64.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
21. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$67.00 to \$67.64, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
22. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$68.00 to \$68.79, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
23. The exercise price of \$4.17 reported in the Reporting Person's Form 3/A filed on October 11, 2018 was in error.
24. The stock option vests and becomes exercisable in equal monthly installments over 48 months commencing on April 23, 2017.

Remarks:

/s/ Michael Wiley, as
Attorney-in-Fact for AmirAli 04/24/2019
Talasaz

** 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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