

**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* <b>BERTOCCI DEREK A</b> _____ (Last) (First) (Middle) <b>505 PENOBSCOT DRIVE</b> _____ (Street) <b>REDWOOD CA 94063</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Guardant Health, Inc. [ GH ]</b>			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) <b>Chief Financial Officer</b>		
3. Date of Earliest Transaction (Month/Day/Year) <b>05/10/2019</b>			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 <input type="checkbox"/> Form filed by More than One Reporting Person								

**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	05/10/2019		M		18,562	A	\$3.63	111,437	D	
COMMON STOCK	05/10/2019		S		400 <sup>(1)</sup>	D	\$72.33 <sup>(2)</sup>	111,037	D	
COMMON STOCK	05/10/2019		S		1,000 <sup>(1)</sup>	D	\$73.58 <sup>(3)</sup>	110,037	D	
COMMON STOCK	05/10/2019		S		2,205 <sup>(1)</sup>	D	\$74.52 <sup>(4)</sup>	107,832	D	
COMMON STOCK	05/10/2019		S		3,457 <sup>(1)</sup>	D	\$75.67 <sup>(5)</sup>	104,375	D	
COMMON STOCK	05/10/2019		S		5,300 <sup>(1)</sup>	D	\$76.56 <sup>(6)</sup>	99,075	D	
COMMON STOCK	05/10/2019		S		5,300 <sup>(1)</sup>	D	\$77.59 <sup>(7)</sup>	93,775	D	
COMMON STOCK	05/10/2019		S		900 <sup>(1)</sup>	D	\$78.78 <sup>(8)</sup>	92,875	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)	\$3.63	05/10/2019		M			18,562	(9)	07/26/2026	COMMON STOCK	18,562	\$0	73,012	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 stock options at an exercise price of \$3.63 per share.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.91 to \$72.70, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.01 to \$73.90, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.05 to \$74.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.08 to \$76.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.10 to \$77.03, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.18 to \$78.09, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.42 to \$79.21, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.
9. The stock option vests and becomes exercisable as to 25% of the options on July 18, 2017, thereafter vests in equal monthly installments over 36 months.

**Remarks:**

/s/ Michael Wiley, as  
Attorney-in-Fact for Derek      05/10/2019  
Bertocci

\*\* 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.**