
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): June 12, 2020

GUARDANT HEALTH, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-38683

45-4139254

(State or other jurisdiction
of incorporation or organization)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

505 Penobscot Dr.

Redwood City, California 94063

(Address of principal executive offices) (Zip Code)

855-698-8887

(Registrant's telephone number, include area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.00001	GH	The Nasdaq Global Select Market

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective June 12, 2020, the Board of Directors (the “Board”) of Guardant Health, Inc. (the “Company”) increased the number of directors on the Board to seven and appointed Vijaya Gadde as a Class I director of the Company. Ms. Gadde will serve on the Board for a term expiring at the 2022 Annual Meeting of Stockholders and until her successor is duly elected and qualified, or until her earlier death, resignation or removal. In connection with her appointment to the Board, Ms. Gadde was also appointed to the compensation committee of the Board.

Ms. Gadde has served as the Chief Legal Officer of Twitter, Inc. since February 2018 and Secretary since August 2013, its General Counsel from August 2013 to February 2018, its head of communications from July 2015 to August 2016 and as its Director, Legal from July 2011 to August 2013. Ms. Gadde serves on the Board of Trustees of NYU Law School and the Board of Directors of Mercy Corps, a global humanitarian aid and development organization, which partners with communities, corporations and governments. Ms. Gadde also co-founded #Angels in 2015, an investment collective focused on funding diverse and ambitious founders pursuing bold ideas. From October 2010 to July 2011, Ms. Gadde served as Senior Director and Associate General Counsel, Corporate, at Juniper Networks, Inc., a provider of network infrastructure products and services. From October 2000 to April 2010, Ms. Gadde was an attorney at Wilson Sonsini Goodrich & Rosati, P.C. Ms. Gadde earned a J.D. from New York University School of Law and a B.S. in industrial and labor relations from Cornell University.

Ms. Gadde will receive the standard compensation paid by the Company to all of its non-employee directors under the Company’s director compensation program. Pursuant to that program, Ms. Gadde received a stock option award and restricted stock unit award, each with a value of \$362,500. The per share exercise price of the stock option is \$77.09. Each of the stock option award and restricted stock unit award will vest with respect to one-fourth (1/4th) of the shares subject thereto on the first anniversary of Ms. Gadde’s appointment to the Board, and as to the remaining three-fourths (3/4ths) of the shares subject thereto on each monthly anniversary of Ms. Gadde’s appointment to the Board during the three-year period thereafter, subject to continued service through the applicable vesting date.

In accordance with the Company’s customary practice, the Company is entering into its standard form of indemnification agreement with Ms. Gadde, which will require the Company to indemnify her against certain liabilities that may arise as result of her status or service as a director. The description of Ms. Gadde’s indemnification agreement is qualified in its entirety by the full text of the form of indemnification agreement, which is attached to the Company’s Registration Statement on Form S-1/A filed with Securities and Exchange Commission on September 18, 2018 as Exhibit 10.8.

There are no arrangements or understandings between Ms. Gadde and any other person pursuant to which she was selected as a director, nor are there any transactions in which Ms. Gadde has an interest that would be reportable under Item 404(a) of Regulation S-K.

On June 16, 2020, the Company issued a press release announcing Ms. Gadde’s appointment to the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Guardant Health, Inc., dated June 16, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GUARDANT HEALTH, INC.

Date: June 16, 2020

By: */s/ John G. Saia*

John G. Saia

Senior Vice President, General Counsel and
Corporate Secretary



Guardant Health Appoints Vijaya Gadde to its Board of Directors

REDWOOD CITY, Calif., June 16, 2020 (GLOBE NEWSWIRE) -- Guardant Health, Inc. (Nasdaq: GH), a leading precision oncology company, has appointed Vijaya Gadde to serve on its Board of Directors.

“We’re delighted to welcome Vijaya to our Board of Directors. Vijaya is an outstanding addition to our Board and a proven business leader who not only brings a keen public policy and regulatory perspective having dealt with complex global issues, but also has successfully steered hypergrowth technology companies during pivotal times. Her passion for our important work coupled with this experience will undoubtedly help Guardant Health through our next wave of growth on our mission to conquer cancer with data,” said AmirAli Talasaz, Ph.D., Guardant Health’s President and Chairman.

“I am excited to join the Guardant Health Board and am eager to contribute to the company’s inspiring mission of dramatically improving cancer care,” said Vijaya Gadde. “Guardant has achieved strong momentum in advanced cancer and is in a unique position to help even more patients across all stages of the disease, including early detection. I look forward to applying my expertise to help advance this vitally important effort that impacts so many.”

Vijaya Gadde is Twitter, Inc.’s chief legal officer leading its legal, public policy, and trust and safety teams globally. Prior to joining Twitter in 2011, Vijaya was senior director, legal at Juniper Networks; previously, for nearly a decade she worked at Wilson Sonsini Goodrich & Rosati. Vijaya serves on the Board of Trustees of NYU Law School and the Board of Directors of Mercy Corps, a global humanitarian aid and development organization, which partners with communities, corporations, and governments. Vijaya is also a co-founder of #Angels, an investment collective focused on funding diverse and ambitious founders pursuing bold ideas. Vijaya earned a J.D. from New York University School of Law and a B.S. in industrial and labor relations from Cornell University.

About Guardant Health

Guardant Health is a leading precision oncology company focused on helping conquer cancer globally through use of its proprietary blood tests, vast data sets, and advanced analytics. The Guardant Health Oncology Platform leverages capabilities to drive commercial adoption, improve patient clinical outcomes and lower healthcare costs across all stages of the cancer care continuum. Guardant Health has launched liquid biopsy-based Guardant360 and GuardantOMNI tests for advanced stage cancer patients. These tests fuel development of its LUNAR program, which aims to address the needs of early stage cancer patients with neoadjuvant and adjuvant treatment selection, cancer survivors with surveillance, asymptomatic individuals eligible for cancer screening and individuals at a higher risk for developing cancer with early detection.

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