

**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**  
(State or other jurisdiction  
of incorporation or organization)

**001-38683**  
(Commission  
File Number)

**45-4139254**  
(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 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders (the “Annual Meeting”) of Guardant Health, Inc. (the “Company”) was held on June 12, 2020.

All of the nominees for director listed in Proposal 1 in the Company’s Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission on April 28, 2020 (the “Proxy Statement”), were elected to serve on the Company’s board of directors by the following vote:

<b>Name of Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Ian Clark	58,846,565	17,200,048	8,049,626
Samir Kaul	62,078,869	13,967,744	8,049,626

Proposal 2 in the Proxy Statement, a proposal to ratify the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020, was approved by the following vote:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
84,018,801	58,471	18,967	N/A

Proposal 3 in the Proxy Statement, a proposal to determine, on an advisory (non-binding) basis, the frequency of future stockholder advisory votes regarding the compensation of our named executive officers, was determined as follows:

<b>Votes Cast For One Year</b>	<b>Votes Cast For Two Years</b>	<b>Votes Cast For Three Years</b>	<b>Abstentions</b>
75,681,736	31,914	273,197	59,766

**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 15, 2020

By: /s/ John G. Saia

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John G. Saia

Senior Vice President,  
General Counsel and Secretary