

OMB APPROVAL	
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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>Eltoukhy Helmy</u>  (Last) (First) (Middle) 505 PENOBSCOT DRIVE  (Street) REDWOOD CA 94063 CITY CA 94063  (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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 10/09/2018	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	10/09/2018		C		87,753	A	(U)	119,550	I	Shares held by Helmy A. Eltoukhy Revocable Trust
COMMON STOCK	10/09/2018		C		4,040,370	A	(U)	4,040,370	D	
COMMON STOCK	10/09/2018		C		73,780	A	(U)	73,780	I	Shares held by Isabella Eltoukhy 2018 Irrevocable Trust
COMMON STOCK	10/09/2018		C		73,780	A	(U)	73,780	I	Shares held by Camille Eltoukhy Irrevocable Trust
COMMON STOCK	10/09/2018		C		664,020	A	(U)	664,020	I	Shares held by Eltoukhy Investments, L.P.
COMMON STOCK	10/09/2018		C		73,780	A	(U)	73,780	I	Shares held by Genevieve Eltoukhy 2018 Irrevocable Trust

**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	Amount or Number of Shares				
SERIES A PREFERRED STOCK	(1)	10/09/2018		C		87,753		(1)	(1)	COMMON STOCK	87,753	(1)	0	D	

**Explanation of Responses:**

1. The shares of Preferred Stock automatically converted into shares of the Issuer's Common Stock, for no additional consideration, at the then-effective conversion rate for no additional consideration (subject to the payment of cash in lieu of any fractional shares in accordance with the Certificate of Incorporation) immediately prior to the consummation of the Issuer's initial public offering, and have no expiration date.

**Remarks:**

Exhibit 24.1-Power of Attorney

/s/ Michael Wiley, as  
Attorney-in-Fact for Helmy     10/11/2018  
Eltoukhy

\*\* 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.**

LIMITED POWER OF ATTORNEY  
FOR CERTAIN FILINGS WITH THE  
SECURITIES AND EXCHANGE COMMISSION

Know all by these presents that the undersigned hereby constitutes and appoints each of Michael Wiley and Derek Bertocci the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Guardant Health, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934.
  2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission.
  3. Take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact shall be deemed to be the acts of the undersigned.
- The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights aforesaid.
- This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of October 2, 2018.

By: /s/ Helmy Eltoukhy  
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Helmy Eltoukhy