

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>Khosla Ventures IV, L.P.</u> (Last) (First) (Middle) 2128 SAND HILL ROAD (Street) MENLO PARK CA 94025 (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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% Owner
	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		281,020	A	(1)	281,020	I	Khosla Ventures IV (CF), L.P. ⁽²⁾
COMMON STOCK	10/09/2018		C		4,395,627	A	(1)	4,395,627	I	Khosla Ventures IV, L.P. ⁽³⁾
COMMON STOCK	10/09/2018		C		84,306	A	(1)	84,306	I	Khosla Ventures IV (CF), L.P. ⁽²⁾
COMMON STOCK	10/09/2018		C		1,318,688	A	(1)	1,318,688	I	Khosla Ventures IV, L.P. ⁽³⁾
COMMON STOCK	10/09/2018		C		61,111	A	(1)	61,111	I	Khosla Ventures IV (CF), L.P. ⁽²⁾
COMMON STOCK	10/09/2018		C		955,882	A	(1)	955,882	I	Khosla Ventures IV, L.P. ⁽³⁾
COMMON STOCK	10/09/2018		C		2,695	A	(1)	2,695	I	Khosla Ventures IV (CF), L.P. ⁽²⁾
COMMON STOCK	10/09/2018		C		42,169	A	(1)	42,169	I	Khosla Ventures IV, 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	Title	Amount or Number of Shares				
SERIES B PREFERRED STOCK	(I)	10/09/2018		C			281,020	(I)	(I)	COMMON STOCK	281,020	(I)	0	I	Khosla Ventures IV (CF), L.P. ⁽²⁾
SERIES B PREFERRED STOCK	(I)	10/09/2018		C			4,395,627	(I)	(I)	COMMON STOCK	4,395,627	(I)	0	I	Khosla Ventures IV, L.P. ⁽³⁾
SERIES C PREFERRED STOCK	(I)	10/09/2018		C			84,306	(I)	(I)	COMMON STOCK	84,306	(I)	0	I	Khosla Ventures IV (CF), L.P. ⁽²⁾
SERIES C PREFERRED STOCK	(I)	10/09/2018		C			1,316,688	(I)	(I)	COMMON STOCK	1,316,688	(I)	0	I	Khosla Ventures IV, L.P. ⁽³⁾
SERIES D PREFERRED STOCK	(I)	10/09/2018		C			61,111	(I)	(I)	COMMON STOCK	61,111	(I)	0	I	Khosla Ventures IV (CF), L.P. ⁽²⁾
SERIES D PREFERRED STOCK	(I)	10/09/2018		C			955,882	(I)	(I)	COMMON STOCK	955,882	(I)	0	I	Khosla Ventures IV, L.P. ⁽³⁾
SERIES E PREFERRED STOCK	(I)	10/09/2018		C			2,695	(I)	(I)	COMMON STOCK	2,695	(I)	0	I	Khosla Ventures IV (CF), L.P. ⁽²⁾
SERIES E PREFERRED STOCK	(I)	10/09/2018		C			42,169	(I)	(I)	COMMON STOCK	42,169	(I)	0	I	Khosla Ventures IV, L.P. ⁽³⁾

1. Name and Address of Reporting Person*
[Khosla Ventures IV, L.P.](#)

(Last) (First) (Middle)
2128 SAND HILL ROAD
(Street)
MENLO PARK CA 94025
(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Khosla Ventures IV \(CF\), L.P.](#)

(Last) (First) (Middle)
2128 SAND HILL ROAD
(Street)
MENLO PARK CA 94025
(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Khosla Ventures Associates IV, LLC		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
VK Services, LLC		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
KHOSLA VINOD		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

Explanation of Responses:

- 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 Amended and Restated Certificate of Incorporation) immediately prior to the consummation of the Issuer's initial public offering, and have no expiration date.
- Consists of securities held of record by Khosla Ventures IV (CF), L.P. ("KV IV (CF)"), of which Khosla Ventures Associates IV, LLC ("KVA IV") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the sole manager of KVA IV. Each of KVA IV, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV IV (CF), and each of KVA IV, VK Services, and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV IV (CF). Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- Consists of securities held of record by Khosla Ventures IV, L.P. ("KV IV"), of which KVA IV is the general partner. Vinod Khosla is the managing member of VK Services, which is the sole manager of KVA IV. Each of KVA IV, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV IV, and each of KVA IV, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV IV. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

[/s/John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity
as Manager of Khosla
Ventures Associates IV, LLC,
in its capacity as general
partner of Khosla Ventures IV,
L.P.](#) 10/11/2018

[/s/John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity
as Manager of Khosla
Ventures Associates IV, LLC,
in its capacity as general
partner of Khosla Ventures IV
\(CF\), L.P.](#) 10/11/2018

/s/John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity 10/11/2018
as Manager of Khosla
Ventures Associates IV, LLC.

/s/John J. Demeter, as attorney
in fact for Vinod Khosla, as 10/11/2018
Managing Member of VK
Services, LLC.

/s/John J. Demeter, as attorney 10/11/2018
in fact for Vinod Khosla.

** 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.