

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>SC US (TTGP), LTD.</u> (Last) (First) (Middle) 2800 SAND HILL ROAD SUITE 101 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/09/2018</u>	
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		13,264	A	(1)	13,264	I	By Sandscape, LLC ⁽²⁾
COMMON STOCK	10/09/2018		C		5,564,701	A	(1)	5,564,701	I	By Sequoia Capital USV XIV Holdco, Ltd. ⁽³⁾
COMMON STOCK	10/09/2018		C		1,402,994	A	(1)	1,402,994	I	By Sequoia Capital USV XIV Holdco, Ltd. ⁽³⁾
COMMON STOCK	10/09/2018		C		233,832	A	(1)	233,832	I	By Sequoia Capital USV XIV Holdco, Ltd. ⁽³⁾
COMMON STOCK	10/09/2018		C		508,497	A	(1)	508,497	I	By Sequoia Capital USV XIV Holdco, Ltd. ⁽³⁾
COMMON STOCK	10/09/2018		C		44,866	A	(1)	44,866	I	By Sequoia Capital USV XIV Holdco, Ltd. ⁽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 A PREFERRED STOCK	(1)	10/09/2018		C			13,264	(1)	(1)	COMMON STOCK	13,264	(1)	0	I	By Sandscape, LLC ⁽²⁾
SERIES A PREFERRED STOCK	(1)	10/09/2018		C			5,564,701	(1)	(1)	COMMON STOCK	5,564,701	(1)	0	I	By Sequoia Capital USV XIV Holdco, Ltd. ⁽³⁾
SERIES B PREFERRED STOCK	(1)	10/09/2018		C			1,402,994	(1)	(1)	COMMON STOCK	1,402,994	(1)	0	I	By Sequoia Capital USV XIV Holdco, Ltd. ⁽³⁾
SERIES C PREFERRED STOCK	(1)	10/09/2018		C			233,832	(1)	(1)	COMMON STOCK	233,832	(1)	0	I	By Sequoia Capital USV XIV Holdco, Ltd. ⁽³⁾
SERIES D PREFERRED STOCK	(1)	10/09/2018		C			508,497	(1)	(1)	COMMON STOCK	508,497	(1)	0	I	By Sequoia Capital USV XIV Holdco, Ltd. ⁽³⁾
SERIES E PREFERRED STOCK	(1)	10/09/2018		C			44,866	(1)	(1)	COMMON STOCK	44,866	(1)	0	I	By Sequoia Capital USV XIV Holdco, Ltd. ⁽³⁾

1. Name and Address of Reporting Person*

[SC US \(TTGP\), LTD.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD
SUITE 101

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SC U.S. VENTURE 2010 MANAGEMENT, L.P.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD
SUITE 101

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL U.S. VENTURE 2010-SEED FUND, L.P.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD
SUITE 101

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL SCOUT FUND II, L.L.C.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD
SUITE 101

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Sandscape, LLC](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD
SUITE 101

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SC U.S. VENTURE XIV MANAGEMENT, L.P.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD
SUITE 101

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL U.S. VENTURE FUND XIV, L.P.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD
SUITE 101

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL U.S. VENTURE PARTNERS FUND XIV, L.P.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD
SUITE 101

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL U.S. VENTURE PARTNERS FUND XIV \(Q\), L.P.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD
SUITE 101

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL USV XIV HOLDCO, LTD.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD
SUITE 101

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

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.
2. The shares are directly held by Sandscape, LLC. SC US (TTGP), Ltd. is the general partner of SC US Venture 2010 Management, L.P., which is the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P., which is the managing member of Sequoia Capital Scout Fund II, L.L.C., which is the managing member of Sandscape, LLC. As a result, SC US (TTGP), Ltd. may be deemed to share voting and dispositive power with respect to the shares held by Sandscape, LLC. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest 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.
3. The shares are directly held by Sequoia Capital USV XIV Holdco, Ltd., or SC USV XIV Holdco. SC US (TTGP), Ltd. is the general partner of SC U.S. Venture XIV Management, L.P., which is the general partner of each of Sequoia Capital U.S. Venture Fund XIV, L.P., Sequoia Capital U.S. Venture Partners Fund XIV, L.P. and Sequoia Capital U.S. Venture Partners Fund XIV (Q), L.P., or collectively, the SC USV XIV Funds. The SC USV XIV Funds together own 100% of the outstanding ordinary shares of SC USV XIV Holdco. As a result, SC US (TTGP), Ltd. may be deemed to share voting and dispositive power with respect to the shares held by SC USV XIV Holdco. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest 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:

Exhibit 24.1 Power of Attorney for Roelof F. Botha */s/ Jung Yeon Son, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd., the general partner of SC US Venture 2010 Management, L.P., the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P., the managing member of Sequoia Capital Scout Fund II, L.L.C. ** */s/ Jung Yeon Son, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd., the general partner of SC US Venture 2010 Management, L.P., the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P., the managing member of Sequoia Capital Scout Fund II, L.L.C., the managing member of Sandstone, LLC *** */s/ Jung Yeon Son, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd., the general partner of SC U.S. Venture XIV Management, L.P. **** */s/ Jung Yeon Son, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd., the general partner of SC U.S. Venture XIV Management, L.P., the general partner of Sequoia Capital U.S. Venture Fund XIV, L.P. ******/s/ Jung Yeon Son, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd., the general partner of Sequoia Capital U.S. Venture Partners Fund XIV, L.P. *****/s/ Jung Yeon Son, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd., the general partner of SC U.S. Venture XIV Management, L.P., the general partner of Sequoia Capital U.S. Venture Partners Fund XIV (Q), L.P. *****/s/ Jung Yeon Son, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd., the general partner of SC U.S. Venture XIV Management, L.P., the general partner of each of Sequoia Capital U.S. Venture Fund XIV, L.P., Sequoia Capital U.S. Venture Partners Fund XIV, L.P. and Sequoia Capital U.S. Venture Partners Fund XIV (Q), L.P., the 100% owners of Sequoia Capital USV XIV Holdco, Ltd.

<u>*/s/ Jung Yeon Son, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd.</u>	<u>10/11/2018</u>
<u>*/s/ Jung Yeon Son, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd., the general partner of SC US Venture 2010 Management, L.P.</u>	<u>10/11/2018</u>
<u>*/s/ Jung Yeon Son, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd., the general partner of SC US Venture 2010 Management, L.P., the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P.</u>	<u>10/11/2018</u>
<u>* See remarks</u>	<u>10/11/2018</u>
<u>** See remarks</u>	<u>10/11/2018</u>
<u>*** See remarks</u>	<u>10/11/2018</u>
<u>**** See remarks</u>	<u>10/11/2018</u>
<u>***** See remarks</u>	<u>10/11/2018</u>
<u>***** See remarks</u>	<u>10/11/2018</u>
<u>***** See remarks</u>	<u>10/11/2018</u>
** 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 Chris Cooper, Marie Klemchuk and Jung Yeon Son 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, director and/or stockholder of any entity affiliated with Sequoia Capital Operations, LLC or any corporation or other person in
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, Schedule 13D, Schedule 13G, Form 13F, Form 13H or Form 144 or any
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 s

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary, or proper to be done in the exercise of any of the righ

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Limited Power of Attorney may be filed with

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of April 24, 2017.

By: /s/ Roelof F. Botha

Roelof F. Botha