

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|----------------------------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Clasby Jennifer G</u> (Last) (First) (Middle) <u>C/O EYENOVIA, INC.</u> <u>295 MADISON AVENUE, SUITE 2400</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>EYENOVIA, INC. [EYEN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Clinical Operations</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2020</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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|-------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 28,965 | D | |

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 | | | | |
| Stock Option (right to buy) | \$2.72 | 06/30/2020 | | A | | 121,410 | | (1) | 06/02/2030 | Common Stock | 121,410 | \$0.00 | 121,410 | D | |
| Stock Option (right to buy) | \$1.95 | | | | | | | (2) | 07/07/2027 | Common Stock | 51,247 | | 51,247 | D | |
| Stock Option (right to buy) | \$6.2 | | | | | | | (3) | 07/24/2028 | Common Stock | 19,874 | | 19,874 | D | |
| Stock Option (right to buy) | \$3.11 | | | | | | | (4) | 08/16/2029 | Common Stock | 42,722 | | 42,722 | D | |

Explanation of Responses:

- This stock option was granted by the Issuer's Board of Directors on June 3, 2020, subject to stockholder approval of the Issuer's Amended and Restated 2018 Omnibus Stock Incentive Plan (the "Plan"). The Issuer's stockholders approved the Plan on June 30, 2020. One-third of the option becomes exercisable on June 3, 2021 and the remaining shares underlying the option become exercisable in equal increments on each of the 24 one-month anniversaries thereafter.
- The option became exercisable as to 2,228 shares on August 7, 2017 and becomes exercisable in equal 2,228 share amounts on each of the 35 one-month anniversaries thereafter.
- One-third of the option becomes exercisable on July 24, 2019 and the remaining shares underlying the option become exercisable in equal increments on each of the 24 one-month anniversaries thereafter.
- One-third of the option becomes exercisable on August 16, 2020 and the remaining shares underlying the option become exercisable in equal increments on each of the 24 one-month anniversaries thereafter.

Remarks:

/s/ S. Halle Vakani, Attorney-in-Fact 07/02/2020

** 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.

