

SoftBank Group Capital Ltd
 Form 4
 October 11, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SoftBank Group Capital Ltd

2. Issuer Name and Ticker or Trading Symbol
 Guardant Health, Inc. [GH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 69 GROSVENOR STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/09/2018

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

LONDON, X0 W1K 3JP

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| COMMON STOCK | 10/09/2018 | | C | | 2,033,990 | A | <u>(1)</u> |
| | | | | | 2,033,990 | D | <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| SERIES D PREFERRED STOCK | (1) | 10/09/2018 | | C | 2,033,990 | (1) | (1) | COMMON STOCK | 2,033,990 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SoftBank Group Capital Ltd 69 GROSVENOR STREET LONDON, X0 W1K 3JP | | X | | |
| SOFTBANK GROUP CORP 1-9-1, HIGASHI-SHIMBASH MINATO-KU TOKYO, M0 105-7303 | | X | | |

Signatures

/s/Yoshimitsu Goto, Senior Executive Corporate Officer, CFO of SoftBank Group Corp 10/11/2018

__Signature of Reporting Person Date

/s/Robert Townsend, Director 10/11/2018

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

(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.

The shares are directly held by SoftBank Group Capital Limited, a wholly owned subsidiary of SoftBank Group Corp., a Japanese kabushiki kaisha. SoftBank Group Corp. may be deemed to have voting and dispositive power with respect to the shares held by (2) SoftBank Group Capital Limited. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.