

SoftBank Group Capital Ltd  
 Form 3  
 October 05, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â SoftBank Group Capital Ltd</p> <p>(Last) (First) (Middle)</p> <p>69 GROSVENOR STREET</p> <p>(Street)</p> <p>LONDON,Â X0Â W1K 3JP</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/03/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Guardant Health, Inc. [GH]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner                  ___ Officer ___ Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person                  _X_ Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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SERIES D PREFERRED STOCK        (1)        (1)     COMMON STOCK     2,033,990     \$ (1)     D (2)        (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SoftBank Group Capital Ltd 69 GROSVENOR STREET LONDON, <u>  </u> X <u>  </u> W1K 3JP	<u>  </u> (1)	<u>  </u> (1) X	<u>  </u> (1)	<u>  </u> (1)
SOFTBANK GROUP CORP 1-9-1, HIGASHI-SHIMBASHI MINATO-KU TOKYO, <u>  </u> M <u>  </u> M0 105-730	<u>  </u> (1)	<u>  </u> (1) X	<u>  </u> (1)	<u>  </u> (1)

## Signatures

/s/Yoshimitsu Goto, Senior Executive Corporate Officer, CFO of SoftBank Group Corp     10/05/2018

  Signature of Reporting Person     Date

/s/Robert Townsend, Director     10/05/2018

  Signature of Reporting Person     Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The shares of the Issuer's Series D Preferred Stock (the "Preferred Stock") are convertible, at the option of the holder, into shares of Common Stock 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 Issuer's Amended and Restated Certificate of Incorporation (as amended, the "Certificate of

- (1) Incorporation"). The shares of Preferred Stock will automatically convert 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.

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