

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <b>AUSTIN STEPHEN G</b> _____ (Last) (First) (Middle) <b>C/O HARROW HEALTH, INC.</b> <b>102 WOODMONT BLVD., SUITE 610</b> _____ (Street) <b>NASHVILLE TN 37205</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>HARROW HEALTH, INC. [ HROW ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <b>03/16/2020</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	03/16/2020		M		72,218	A	\$0	91,987	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
RSU <sup>(1)(2)</sup>	\$0	03/16/2020		M			9,715	(1)(2)	(1)(2)	Common Stock	9,715	\$0	0	D	
RSU <sup>(1)(2)</sup>	\$0	03/16/2020		M			34,091	(1)(2)	(1)(2)	Common Stock	34,091	\$0	9,715	D	
RSU <sup>(1)(2)</sup>	\$0	03/16/2020		M			15,723	(1)(2)	(1)(2)	Common Stock	15,723	\$0	43,806	D	
RSU <sup>(1)(2)</sup>	\$0	03/16/2020		M			12,690	(1)(2)	(1)(2)	Common Stock	12,690	\$0	59,529	D	

**Explanation of Responses:**

- The Reporting Person was awarded Restricted Stock Units for his service as director of the Company that vested quarterly in equal installments over a one-year periods following the date of grant. The shares underlying such Restricted Stock Units were deferred to the Reporting Person until his resignation from the Company's board of directors.
- The Restricted Stock Units were received as a compensatory award for no consideration.

/s/ Stephen Austin 03/18/2020

\*\* 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.