

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>BAUM MARK L</u>  (Last) (First) (Middle) <u>C/O HARROW HEALTH, INC.</u> <u>102 WOODMONT BLVD, SUITE 610</u>  (Street) <u>NASHVILLE TN 37205</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARROW HEALTH, INC. [ HROW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2023</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 <sup>(1)</sup>	01/02/2023		M		88,000	A	(1)	1,520,141	D	
Common Stock <sup>(1)</sup>	01/02/2023		F		35,179	D	\$14.76	1,484,962	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
Restricted Stock Unit <sup>(1)</sup>	\$0	01/02/2023		M		88,000	(1)	(1)	(1)	Common Stock	88,000	\$0	0	D	

**Explanation of Responses:**

1. The listed Acquired (as described in the table above) 88,000 shares of Harrow Health, Inc. ("Harrow") common stock represent restricted stock units ("RSUs") granted to Mr. Baum under the Issuer's 2017 Stock Incentive and Awards Plan on January 2, 2020. The RSUs, which vested in full on January 2, 2023, the third-year anniversary of the grant of the same, settled as one share of common stock for each RSU. The listed Disposed (as described in the table above) 35,179 shares of Harrow common stock were not sold by Mr. Baum in any transaction; rather, they were shares of Harrow common stock withheld, by the Company, from the same aforementioned 88,000 RSU share issuance for payroll tax purposes only.

/s/ Mark L. Baum

01/03/2023

\*\* 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.

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