

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* <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>04/03/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 ⁽¹⁾	04/03/2023		M		180,000	A	\$8.99	1,664,962	D	
Common Stock ⁽¹⁾	04/03/2023		F		117,633 ⁽¹⁾	D	\$20.97	1,547,329	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
Stock Option (Right to Buy)	\$8.99	04/03/2023		M			180,000	(2)	05/02/2023	Common Stock	180,000	\$0	0	D	
Restricted Stock Unit	(3)	04/03/2023		A		762,300		(3)	04/03/2028	Common Stock	762,300	\$0	762,300	D	

Explanation of Responses:

- Shares withheld to satisfy the exercise price and tax liability incident to the exercise of the stock option. Such withholding did not involve any market sales or other market transactions.
- The stock option was granted on May 2, 2013 under the Issuers 2007 Stock Incentive and Awards Plan and the shares subject to the stock option became exercisable over a 3 year period, according to a quarterly vesting schedule following its grant date. The stock option had an expiration date of May 2, 2023.
- Represents performance-based restricted stock units ("PSUs") granted under the Issuer's 2017 Stock Incentive and Awards Plan, as amended (the "Plan"). Each PSU represents a contingent right to receive one share of common stock of the Issuer upon vesting. The vesting of the PSUs (granted in lieu of service only stock option and restricted stock unit awards) require (i) a minimum of a two-year service period, and (ii) the achievement and maintenance of Harrow common stock price targets of \$25 (causing the vesting of 108,900 PSU shares), \$35 (causing the vesting of 163,350 PSU shares), \$45 (causing the vesting of 217,800 PSU shares), \$50 (causing the vesting of 272,250 PSU shares).

/s/ Mark L. Baum 04/04/2023

** 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.

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.