

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>CONTE LISA A</u> (Last) (First) (Middle) <u>C/O JAGUAR HEALTH, INC.</u> <u>201 MISSION STREET, SUITE 2375</u> (Street) <u>SAN FRANCISCO CA 94105</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Jaguar Health, Inc. [JAGX]</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) <p style="text-align: right;">CEO and President</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/23/2019</u>	
	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 <input type="checkbox"/> 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			

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	Amount or Number of Shares				
Bridge Warrant to Purchase Common Stock	\$2	06/07/2019		P		37,500		07/23/2019	06/07/2024 ⁽¹⁾	Common Stock	37,500	(2)	37,500	D	
Stock Option (right to buy) ⁽³⁾	\$1.73	07/24/2019 ⁽⁴⁾		A		1,042,052		(5)	07/24/2022	Common Stock	1,042,052	\$0	1,042,052	D	

Explanation of Responses:

- The bridge warrant was issued pursuant to a purchase agreement dated June 7, 2019, but the exercise price was not determinable until the closing of the issuer's underwritten public offering on July 23, 2019. The bridge warrant is exercisable upon the consummation of such underwritten public offering for a period of five years from the date of issuance, unless earlier terminated upon occurrence of certain events as set forth in the terms of the warrant. The exercise price for the bridge warrant is \$2.00, calculated as the per share price at which the issuer issued securities in the underwritten public offering.
- The reporting person purchased a 12% promissory notes and received a bridge warrant in connection therewith, which was exercisable for a number of shares of voting common stock equal to 75% of the principal amount of the promissory note divided by the exercise price of \$2.00.
- Granted pursuant to the issuer's 2014 Equity Incentive Plan.
- The option grant was approved by the issuer's board of directors on July 19, 2019, subject to James J. Bochnowski, the chairman of the board of directors, and Karen S. Wright, the Chief Financial Officer of the issuer, determining the exact number of option shares to be granted per option based on the issuer's fully diluted shares outstanding following the issuer's underwritten public offering described in note 1 above. Mr. Bochnowski and Ms. Wright certified the exact number of option shares to be granted on 7/24/19, such that the effective date of the option grant was 7/24/19.
- Vests in equal monthly installments beginning on July 24, 2019, with five months of options, or 144,729 options, vested as of the grant date based on the reporting person's number of years of employment with the issuer, such that the grant is vested in full on the 3-year anniversary of the grant date.

/s/ Lisa A. Conte

07/25/2019

** 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.