

Jaguar Health, Inc.
Form SC 13G
October 15, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENT FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2

JAGUAR HEALTH, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

47010C300

(CUSIP Number)

October 2, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall not be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 47010C300

1. NAMES OF REPORTING PERSONS.

Bryan Ezralow

2. CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

USA

NUMBER

OF 5. SOLE VOTING POWER 1,250,000

SHARES

BENEFICIARIES VOTING POWER 416,667

OWNED

BY 7. SOLE DISPOSITIVE POWER 1,250,000

EACH

REPORTING

PERSONS SHARED DISPOSITIVE POWER 416,667

WITH

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON.

9.

1,666,667⁽¹⁾

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES

10.

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

11.

17.49%⁽²⁾

12. TYPE OF REPORTING PERSON

IN

(1) Bryan Ezralow beneficially owns 1,666,667 shares of Common Stock of which 1,250,000 shares are held by the Bryan Ezralow 1994 Trust u/t/d December 22, 1994 (the "1994 Trust"), of which Mr. Ezralow is the sole trustee; and 416,667 shares are held by EZ MM&B Holdings, LLC ("EZ MM&B"), where Mr. Ezralow as the sole trustee of one of the trusts that is a manager of EZ MM&B, and as a co-trustee and manager, respectively, of the two trusts and limited liability company that comprise the managing members of one of the other managers of EZ MM&B, shares voting and dispositive power over such shares, and thus, may be deemed to beneficially own such shares.

(2) Calculated based upon a total of 9,528,103 shares of voting Common Stock issued and outstanding as of August 13, 2018, as reported in the Issuer's Form 10-Q for the quarterly period ended June 30, 2018, filed with the Securities and Exchange Commission on August 13, 2018. As reported in the Issuer's final prospectus filed on October 4, 2018 with the Securities and Exchange Commission, the Issuer closed an underwritten public offering pursuant to which the Issuer issued and sold an aggregate of 11,575,001 shares of its Common Stock, resulting in 21,103,104 shares of voting Common Stock being issued and outstanding as of that date, and a reduction in the Reporting Person's beneficial ownership to 7.90%

NAMES OF REPORTING PERSONS.

1. Bryan Ezralow 1994 Trust u/t/d December 22, 1994

2. CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

USA

NUMBER

OF 5. SOLE VOTING POWER 1,250,000
SHARES

BENEFICIARIES VOTING POWER 416,667
OWNED

BY 7. SOLE DISPOSITIVE POWER 1,250,000
EACH

REPORTING

PERSONS SHARED DISPOSITIVE POWER 416,667
WITH

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON.

9.

1,666,667⁽¹⁾

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES

10.

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

11.

17.49%⁽²⁾

12. TYPE OF REPORTING PERSON

OO

(1) The 1994 Trust beneficially owns 1,166,667 shares of Common Stock, of which 1,250,000 shares are held directly by the 1994 Trust; and 416,667 shares are held by EZ MM&B, where the 1994 Trust is one of the trusts that is a manager of EZ MM&B, and as one of the two trusts and limited liability company that comprise the managing members of one of the other managers of EZ MM&B, shares voting and dispositive power over such shares, and thus, may be deemed to beneficially own such shares.

(2) Calculated based upon a total of 9,528,103 shares of voting Common Stock issued and outstanding as of August 13, 2018, as reported in the Issuer's Form 10-Q for the quarterly period ended June 30, 2018, filed with the Securities and Exchange Commission on August 13, 2018. As reported in the Issuer's final prospectus filed on October 4, 2018 with the Securities and Exchange Commission, the Issuer closed an underwritten public offering pursuant to which the Issuer issued and sold an aggregate of 11,575,001 shares of its Common Stock, resulting in 21,103,104 shares of voting Common Stock being issued and outstanding as of that date, and a reduction in the Reporting Person's beneficial ownership to 7.90%.

Item 1(a). Name of Issuer.

Jaguar Health, Inc., a Delaware corporation (the “Issuer”).

Item 1(b). Address of Issuer’s Principal Executive Offices.

201 Mission Street, Suite 2375

San Francisco, California 94105

Item 2(a). Name of Person Filing.

(i) Bryan Ezralow; and

(ii) Bryan Ezralow 1994 Trust u/t/d December 22, 1994 (“1994 Trust”)

Item 2(b). Address of Principal Business Office, or, if None, Residence.

23622 Calabasas Road, Suite 200
Calabasas, CA 91302

Item 2(c). Citizenship.

United States.

Item 2(d). Title of Class of Securities.

The title of the class of securities to which this statement relates is the common stock of the Issuer, \$0.0001 par value per share (the “Common Stock”).

Item 2(e). CUSIP No.

47010C300

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b), Check Whether the Person Filing is a:

Not Applicable.

Item 4. Ownership.

See Items 5-9 and 11 of the cover page for each Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class.

If this Schedule is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

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Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits.

Joint Filing Agreement attached as Exhibit 99.1.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 12, 2018

/s/ Bryan
Ezralow
Bryan
Ezralow

Bryan
Ezralow
1994 Trust
u/t/d
December
22, 1994

/s/ Bryan
Ezralow
By: Bryan
Ezralow,
Trustee