
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

HARROW, INC.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

415858109

(CUSIP Number)

**Mark L. Baum c/o Harrow, Inc.
1A BURTON HILLS BLVD., SUITE 200
NASHVILLE, TN, 37215
(615) 733-4731**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

04/03/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on 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 be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 415858109

Name of reporting person

1

Mark L. Baum

2

Check the appropriate box if a member of a Group (See Instructions)

	☐ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	UNITED STATES
	Sole Voting Power
7	4,056,962.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	0.00
Each	Sole Dispositive Power
Reporting	9
Person	4,056,962.00
With:	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	4,056,962.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	10.69 %
	Type of Reporting Person (See Instructions)
14	IN

Comment for Type of Reporting Person: The amount set forth in line 11 consists of (a) 2,599,462 shares of Common Stock held by Mr. Baum and (b) options to purchase 1,457,500 shares of Common Stock held by Mr. Baum and exercisable within 60 days after the date of the filing of this Amendment No. 3. The percentage set forth in line 13 was calculated based on 37,951,088 shares of Common Stock, of the Issuer which represents the sum of: (a) 36,493,588 shares of Common Stock outstanding as of April 7, 2025, and (b) 1,457,500 shares of Common Stock issuable upon the exercise of options to purchase shares of Common Stock held by Mr. Baum and exercisable within 60 days after the date of the filing of this Amendment No. 3.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, \$0.001 par value per share

Name of Issuer:

(b)

HARROW, INC.

Address of Issuer's Principal Executive Offices:

(c)

1A BURTON HILLS BLVD., SUITE 200, NASHVILLE, TENNESSEE , 37215.

Item 1 Comment: This Amendment No. 3 ("Amendment No. 3") relates to the common stock, par value \$0.001 per share (the "Common Stock") of Harrow, Inc., formerly known as Harrow Health, Inc. (the "Company" or the "Issuer"), and amends and supplements the statement on Schedule 13D originally filed with the Securities and Exchange Commission ("SEC") on August 10, 2012 (the "Original Schedule 13D"), as amended by Amendment No. 1 filed with the SEC on April 25, 2021 ("Amendment No. 1") and Amendment No. 2 filed with the SEC on August 18,

2023. Capitalized terms used but not defined in this Amendment No. 3 shall have the meanings set forth in the Original Schedule 13D. Except as specifically amended by Amendment No. 1, Amendment No. 2 and this Amendment No. 3, the Original Schedule 13D is unchanged.

Item 2. Identity and Background

- (b) The business address of Mr. Baum is c/o Harrow, Inc., 1A Burton Hills Blvd., Suite 200, Nashville, TN 37215

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Original Schedule 13D is hereby amended and supplemented by adding the following information: "On February 7, 2024, 15,400 shares were granted to Mr. Baum upon exercise of stock options awarded on February 10, 2014 under the Issuer's 2007 Stock Incentive and Awards Plan, as amended. The stock options vested quarterly over a three-year period following the grant date. The total exercise price for the options (\$118,734) was paid in cash to the Issuer by Mr. Baum. The stock options were acquired by Mr. Baum as compensation for his services as Chief Executive Officer of the Company pursuant to an employment agreement with the Company, dated April 25, 2016. On February 20, 2024, Mr. Baum acquired 150,000 shares of Common Stock upon vesting of RSUs granted on February 19, 2021 under the Incentive Plan, as amended. The RSUs vested after a three-year period following the award date, and 59,836 shares were withheld by the Company for tax purposes. Such withholding did not involve any market sales or other market transactions. The RSUs were acquired by Mr. Baum as compensation for his services as Chief Executive Officer of the Company pursuant to an employment agreement with the Company, dated April 25, 2016. On April 3, 2025, 762,300 PSUs granted to Mr. Baum under the Company's Incentive Plan on April 3, 2023 vested in full following attainment of a two-year service period, and following the achievement and maintenance of price targets of \$25 to \$50 per share of the Company's Common Stock. Upon the vesting of the PSUs, 300,363 shares of Common Stock were withheld by the Company for payroll tax purposes from the aforementioned 762,300 shares of Common Stock pursuant to the terms of the Incentive Plan, resulting in a net issuance to Mr. Baum of 461,937 shares of Common Stock on April 7, 2025. The PSUs were acquired by Mr. Baum as compensation for his services as Chief Executive Officer of the Company pursuant to an employment agreement with the Company, dated April 25, 2016."

Item 4. Purpose of Transaction

Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following information: "The 15,400 shares received upon exercise of stock options, 150,000 shares of Common Stock underlying the RSUs and 762,300 shares of Common Stock underlying the PSUs (prior to tax withholding) described in Item 3 were acquired by Mr. Baum as compensation for Mr. Baum's services as Chief Executive Officer of the Company. The information provided in Item 3 with respect to the stock options, RSUs and PSUs is incorporated by reference herein."

Item 5. Interest in Securities of the Issuer

- (a) Mr. Baum may be deemed the direct beneficial owner of 4,056,962 shares of Common Stock, representing 10.69% of the Common Stock of the Company and consisting of the following: (i) 2,599,462 shares of Common Stock, and (ii) options to purchase 1,457,500 shares of Common Stock which are exercisable within 60 days after the date of the filing of this Amendment No. 3.

- (b) Mr. Baum has the sole power to vote or direct the vote and sole power to dispose or direct the disposition of 4,056,962 shares of Common Stock (including rights to acquire Common Stock). Mr. Baum has shared power to vote or direct the vote and shared power to dispose or direct the disposition of zero shares of Common Stock (including rights to acquire Common Stock).

- (c) On April 7, 2025, Mr. Baum was issued 461,937 shares of Common Stock (which is the full number of shares subject to PSUs, net of 300,363 shares withheld by the Company for tax purposes) following the vesting of PSUs granted to Mr. Baum on April 3, 2023 under the Company's Incentive Plan. Except as reported herein, Mr. Baum has not effected any transactions in the Company's securities within the past 60 days.

- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of the Common Stock beneficially owned by the Reporting Person.

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.

Mark L. Baum

Signature: Mark L. Baum

Name/Title: Mark L. Baum

Date: 04/07/2025