FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESM

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Kirnon Stephen			2. Date of Event Requiring Statement (Month/Day/Year) 11/12/2014	3. Issuer Name and Ticker or Trading Symbol Capnia, Inc. [CAPN]				
				4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date of Original Filed (Month/Day/Year)	
(Last) 3 TWIN DOL (Street) REDWOOD CITY (City)	(First) PHIN DRIV CA (State)	(Middle) E, SUITE 160 94065 (Zip)	11/12/2014	(Check all ap	pplicable) Director Officer (give title below)	10% Owner Other (specify below)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)		4. Nature of Indirect Beneficial Ownership (Instr. 5)				
No securities beneficially owned	0	D					

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Excercise	5. Ownership Form: Direct (D)	Beneficial Ownership (Instr.			
	Date Exercisable	Expiration Date	Title	Amount or Number of SharesM	Price of Derivative Security	or Indirect (I) (Instr. 5)	- /			
Employee Stock Option	(1)	06/21/2015	Common Stock	1,822	\$ 5.76	D				
Employee Stock Option	(2)	06/27/2018	Common Stock	1,666	\$ 3.48	D				
Employee Stock Option	(3)	10/15/2018	Common Stock	833	\$ 3.48	D				

Explanation of Responses:

1. The option was granted on June 21, 2005 and the shares subject to the option under the 1999 Incentive Stock Plan will vest and be exercisable according to the following schedule: one-forty-eighth (1/48th) of the total number of shares shall vest upon completion of one month continuous service beginning January 1, 2005 and 1/48th of such shares shall vest each month of continuous service thereafter.

2. The option was granted on June 27, 2008 and the shares subject to the option under the 1999 Incentive Stock Plan will vest and be exercisable according to the following schedule: one-forty-eighth (1/48th) of the total number of shares shall vest upon completion of one month continuous service beginning July 15, 2007 and 1/48th of such shares shall vest each month of continuous service thereafter.

3. The option was granted on October 15, 2008 and the shares subject to the option under the 1999 Incentive Stock Plan will vest and be exercisable according to the following schedule: one-forty-eighth (1/48th) of the total number of shares shall vest upon completion of one month continuous service beginning October 15, 2008 and 1/48th of such shares shall vest each month of continuous service thereafter.

/s/ Antoun Nabhan.
Attorney-in-Fact11/12/2014** Signature of Reporting
PersonDate

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 5(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.

The undersigned, as a Section 16 reporting person of Capnia, Inc. (the "Company"), hereby constitutes and appoints Anish Bhatnagar, Antoun Nabhan and David D. O'Toole and each of them, the undersigned's true and lawful attorney-in-fact, to:

1. Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

2. Complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

3. Do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24 day of July, 2014.