Check this box if no

UNITED STATES SECURITIES AND EXC Washington, D.C. 205

CHANGE COMMIS	SION	OMB APPROVAL					
545		OMB Number:	3235-0287				
FICIAL OWNERSH	liP	Expires:	December 31, 2014				
Exchange Act of 19 of 1935 or Section a t of 1940		Estimated average burden hours per response 0.5					
Trading Symbol	5. Relationship	of Reporting I	Person(s) to				

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STATEMENT OF CHANGES IN BENE

nt to Section 16(a) of the Securities I Public Utility Holding Company Act Investment Company Act

1. Name and Address of Reporting Person [*] ENGLEMAN EDGAR			2. Issuer Name and Ticker or Trading Symbol Capnia, Inc. [CAPN]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 3 TWIN DOLF	I		- 3. Date of Earliest Transaction (Month/Day/Year) 01/11/2015	XDirector10% OwnerOfficer (give title below)Other (specif below)				
(Street) REDWOOD CITY	CA	94065	4. If Amendment, Date of Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting 				
(City)	(State)	(Zip)		Person				

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date,	3. Transac Code (Instr. 8) Code		4. Secur Acquired Dispose (Instr. 3. Amount	d (A) d of , 4 ar (A) or	or (D)	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)	

	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. Transac Code (Instr. 8		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (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 of Derivative Security: 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				
Employee Stock Option	\$ 1.8	01/11/2015		A		5,000		01/11/2016 ⁽¹⁾	01/11/2025	Common Stock	5,000	\$ 0	5,000	D	

Explanation of Responses:

1. Beginning on January 11, 2016, twenty-five percent (25%) of the shares subject to the Option shall vest immediately and the twenty-five percent (25%) of the remaining of shares subject to the Option shall vest annually thereafter on the same day of the month as the date of grant, subject to Optionee's continuing to be a Service Provider on such dates.

/s/ David O'Toole, Attorney-01/13/2015 in-Fact ** Signature of Reporting Date Person

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.