

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

OMB APPROVAL

OMB Number: 3235-0076  
Estimated average burden  
hours per response: 4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number)

[0001484565](#)

Previous Names  None

[Capnia, Inc.](#)

Entity Type

- Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

Name of Issuer

[SOLENO THERAPEUTICS INC](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

- Over Five Years Ago  
 Within Last Five Years (Specify Year)  
 Yet to Be Formed

**2. Principal Place of Business and Contact Information**

Name of Issuer

[SOLENO THERAPEUTICS INC](#)

Street Address 1

[1235 RADIO ROAD](#)

Street Address 2

[SUITE 110](#)

City

[REDWOOD CITY](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[94065](#)

Phone Number of Issuer

[650-213-8444](#)

**3. Related Persons**

Last Name

[Mario](#)

First Name

[Ernest](#)

Middle Name

Street Address 1

[1235 Radio Road](#)

Street Address 2

[Suite 110](#)

City

[Redwood City](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[94065](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[Bhatnagar](#)

First Name

[Anish](#)

Middle Name

Street Address 1

[1235 Radio Road](#)

Street Address 2

[Suite 110](#)

City

[Redwood City](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[94065](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[Dalal](#)

First Name

[Rajen](#)

Middle Name

Street Address 1

[1235 Radio Road](#)

Street Address 2

[Suite 110](#)

City State/Province/Country ZIP/PostalCode  
Redwood City CALIFORNIA 94065

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Engelsen Steinar  
Street Address 1 Street Address 2  
1235 Radio Road Suite 110  
City State/Province/Country ZIP/PostalCode  
Redwood City CALIFORNIA 94065

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Engleman Edgar G.  
Street Address 1 Street Address 2  
1235 Radio Road Suite 110  
City State/Province/Country ZIP/PostalCode  
Redwood City CALIFORNIA 94065

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Kimon Stephen N.  
Street Address 1 Street Address 2  
1235 Radio Road Suite 110  
City State/Province/Country ZIP/PostalCode  
Redwood City CALIFORNIA 94065

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Harris William G.  
Street Address 1 Street Address 2  
1235 Radio Road Suite 110  
City State/Province/Country ZIP/PostalCode  
Redwood City CALIFORNIA 94065

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Wolter Jonathan D.  
Street Address 1 Street Address 2  
1235 Radio Road Suite 110  
City State/Province/Country ZIP/PostalCode  
Redwood City CALIFORNIA 94065

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Shah Mahendra  
Street Address 1 Street Address 2

1235 Radio Road

Suite 110

City

State/Province/Country

ZIP/PostalCode

Redwood City

CALIFORNIA

94065

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Collinson

Stuart

Street Address 1

Street Address 2

1235 Radio Road

Suite 110

City

State/Province/Country

ZIP/PostalCode

Redwood City

CALIFORNIA

94065

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Real Estate

Airlines & Airports

Yes

No

Commercial

Lodging & Conventions

Other Banking & Financial Services

Construction

Tourism & Travel Services

REITS & Finance

Other Travel

Residential

Other

Other Real Estate

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

#### 5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

No Revenues

No Aggregate Net Asset Value

- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)
- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)
- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

**7. Type of Filing**

- New Notice Date of First Sale 2017-12-15  First Sale Yet to Occur
- Amendment

**8. Duration of Offering**

Does the Issuer intend this offering to last more than one year?  Yes  No

**9. Type(s) of Securities Offered (select all that apply)**

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$0 USD

**12. Sales Compensation**

Recipient (Associated) Broker or Dealer  None  
 Street Address 1 City State/Province/Country ZIP/Postal Code  
 Recipient CRD Number  None  
 (Associated) Broker or Dealer CRD Number  None

State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
Check "All States" or check individual States

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### 13. Offering and Sales Amounts

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Total Offering Amount \$15,000,006 USD or  Indefinite  
Total Amount Sold \$15,000,006 USD  
Total Remaining to be Sold \$0 USD or  Indefinite

Clarification of Response (if Necessary):

Sold an aggregate of 8,141,116 immediately separable Units (each a Unit), with each Unit consisting of: (i) one share of Common Stock and (ii) a Common Stock Warrant to acquire seventy-four percent (74%) of a share of Common Stock.

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### 14. Investors

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Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.  
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

16

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### 15. Sales Commissions & Finder's Fees Expenses

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Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$1,050,000 USD  Estimate  
Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

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### 16. Use of Proceeds

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Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

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### Signature and Submission

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**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
SOLENO THERAPEUTICS INC	/s/Jonathan Wolter	Jonathan Wolter	CFO	2017-12-21

*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.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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