

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	December 31, 2014
Estimated average burden hours per response	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* ENGELSEN STEINAR J <hr/> (Last) (First) (Middle) C/O CAPNIA, INC., 3 TWIN DOLPHIN DR., SUITE 160 <hr/> (Street) REDWOOD CA 94065 CITY <hr/> (City) (State) (Zip)	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 (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	43	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 Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares ^M			
Preferred Stock	(1)	(1)	Common Stock	696	\$ (1)	D	
2010/2012 Convertible Promissory Notes	(2)	(2)	Common Stock	12,873.33 (2)	\$ (2)	D	
2010/2012 Warrants	02/10/2010	02/10/2020	Common Stock	2,137.27 (3)	\$ (3)	D	
2014 Notes	(4)(5)	(4)(5)	Common Stock	2,133.95 (4)	\$ (4)	D	
2014 Notes	(4)(5)	(4)(5)	Warrant to purchase Common Stock	2,133.95 (5)	\$ (5)	D	

Explanation of Responses:

- Each one (1) share of Series A Preferred, Series B Preferred Stock and Series C Preferred Stock is convertible into one (1) share of Issuer's Common Stock for no additional consideration and had no exercise or expiration date. These reported shares represent: (i) 260 shares of Common Stock issuable upon the conversion of 260 shares of Series B Preferred Stock, and (ii) 436 shares of Common Stock issuable upon the conversion of 436 shares of Series C Preferred Stock.
- The reported 2010/2012 Convertible Promissory Notes automatically convert into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering, estimated to be on or about November 18, 2014. The reported securities will convert into Common Stock at a 75% of the Common Stock price in connection with such offering. The reported 2010/2012 Convertible Promissory Notes had no exercise date or expiration date.
- The reported 2010/2012 Warrants to purchase Common Stock are exercisable for that number of shares of the Company's Common Stock equal to quotient obtained by dividing (x) 25% of the principal amount of the 2010/2012 Convertible Promissory Notes with which such 2010/2012 Warrants were issued (which 25% of the principal amount is set forth on Table II) by (y) 75% of the Common Stock price in connection with the Issuer's initial public offering, estimated to be on or about November 18, 2014. The exercise price will be 75% of the Common Stock price in connection with such offering.
- The reported 2014 Convertible Promissory Notes are automatically convertible into shares of Common Stock upon the closing of the IPO, and such shares of Common Stock are included within an equivalent number of Units to be issued upon the automatic conversion of the 2014 Convertible Promissory Notes immediately prior to the closing of the initial public offering, with an aggregate conversion price equal to the aggregate principal amount, together with accrued interest, of the 2014 Convertible Promissory Notes, for a per Unit conversion price equal to 70% of the per Unit price issued in the Issuer's initial public offering. Each Unit consists of (i) one (1) share of Common Stock, and (ii) one (1) warrant to purchase one (1) share of Common Stock, referenced in footnote 5 below. The reported 2014 Convertible Promissory Notes had no exercise date or expiration date.
- The reported 2014 Convertible Promissory Notes are automatically convertible into warrants to purchase shares of Common Stock upon the closing of the IPO, and such warrants to purchase shares of Common Stock are included within an equivalent number of Units to be issued upon the automatic conversion of the 2014 Convertible Promissory Notes immediately prior to the closing of the initial public offering, with an aggregate conversion price equal to the aggregate principal amount, together with accrued interest, of the 2014 Convertible Promissory Notes, for a per Unit conversion price equal to 70% of the per Unit price issued in the Issuer's initial public offering. Each Unit consists of (i) one (1) share of Common Stock, referenced in footnote 4 above, and (ii) one (1) warrant to purchase one (1) share of Common Stock. The reported 2014 Convertible Promissory Notes had no exercise date or expiration date.

/s/ Antoun Nabhan,
Attorney-in-Fact

11/12/2014

** Signature of Reporting
Person

Date

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.

POWER OF ATTORNEY

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 25 day of July, 2014.

Steinar J. Engelsen

/s/ Steinar J. Engelsen

Signature