
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2

SOLENO THERAPEUTICS, INC.

(Name of Registrant as Specified In Its Charter)

Not applicable

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SOLENO THERAPEUTICS, INC.
203 Redwood Shores Parkway, Suite 500
Redwood City, CA 94065

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held at 8:00 a.m. Pacific Time on Tuesday, June 1, 2021

Dear Stockholder:

We cordially invite you to attend the 2021 Annual Meeting of Stockholders (the “**Annual Meeting**”) of Soleno Therapeutics, Inc. (“**Soleno**” or the “**Company**”). The meeting will be held on **Tuesday, June 1, 2021, at 8:00 a.m. Pacific Time**, virtually by visiting <https://zoom.us/j/97884169928?pwd=aXliNWVkOEFPTVI1anJlODFRKzZ5Zz09>, password: 023650, where you will be able to listen to the meeting live, submit questions and vote online. The meeting is being held for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect two Class I directors to serve until the 2024 Annual Meeting of stockholders or until their respective successors are duly elected and qualified;
2. To ratify the appointment of Marcum LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021;
3. To approve, on an advisory basis, executive compensation;
4. To approve, on an advisory basis, the frequency of future advisory notes on executive compensation; and
5. Transact any other business as may properly come before the meeting or any postponement or adjournment thereof.

Our Board of Directors (our “**Board**” or “**Board of Directors**”) has fixed the close of business on April 12, 2021 as the record date for the Annual Meeting. Only stockholders of record on April 12, 2021 are entitled to notice of and to vote at the Annual Meeting. Further information regarding voting rights and the matters to be voted upon is presented in the accompanying proxy statement.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please cast your vote via the Internet, as promptly as possible, as instructed in the accompanying proxy statement. We encourage you to vote via the Internet. It is convenient, more environmentally friendly, and saves us significant postage and processing costs. This notice of Annual Meeting of Stockholders and the accompanying proxy statement are being distributed to stockholders on or about April 21, 2021.

By order of the Board of Directors,

Anish Bhatnagar, M.D.

President and Chief Executive Officer

Redwood City, California

April 21, 2021

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SOLENO THERAPEUTICS, INC.

**PROXY STATEMENT
FOR 2021 ANNUAL MEETING OF STOCKHOLDERS
To Be Held at 8:00 a.m. Pacific Time on Tuesday, June 1, 2021**

INFORMATION CONCERNING SOLICITATION AND VOTING

General

Our Board of Directors is soliciting proxies for the 2021 Annual Meeting of Stockholders of Soleno Therapeutics, Inc. (“**Soleno**” or the “**Company**”), and any postponements, adjournments or continuations thereof (the “**Annual Meeting**”). The Annual Meeting will be on Tuesday, June 1, 2021, at 8:00 a.m., Pacific Time virtually by visiting <https://zoom.us/j/97884169928?pwd=aXliNWhkOEFPTVI1anJlODFRKzZ5Zz09>, password: 023650, where you will be able to listen to the meeting live, submit questions and vote online.

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

QUESTIONS AND ANSWERS REGARDING OUR ANNUAL MEETING

Although we encourage you to read this proxy statement in its entirety, we include this question and answer section to provide some background information and brief answers to several questions you may have about the Annual Meeting or this proxy statement.

Q: Why am I receiving these materials?

A: Our Board of Directors is providing these proxy materials to you in connection with our Board of Directors' solicitation of proxies for use at our virtual Annual Meeting, which will take place on June 1, 2021. Stockholders are invited to attend the virtual Annual Meeting and are requested to vote on the proposals described in this proxy statement.

All stockholders will have the ability to access the proxy materials via the Internet, including this proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2020, as filed with the U.S. Securities and Exchange Commission (the "SEC") on March 3, 2021. The proxy statement includes information on how to access the proxy materials, how to submit your vote over the Internet, by phone or mail.

Q: What proposals will be voted on at the Annual Meeting?

A: There are four proposals scheduled to be voted on at the Annual Meeting:

- To elect the Class I nominees for directors as set forth in this proxy statement;
- To ratify the appointment of Marcum LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021;
- To approve, on an advisory basis, executive compensation; and
- To approve, on an advisory basis, the frequency of future advisory votes on executive compensation.

Q: What is Soleno's voting recommendation?

A: Our Board of Directors unanimously recommends that you vote your shares "FOR" the Class I nominees to our Board of Directors, "FOR" ratification of the appointment of Marcum LLP as our independent registered public accounting firm, "FOR" approval, on an advisory basis, of executive compensation and "FOR" approval, on an advisory basis, of the frequency of future advisory votes on executive compensation of every three years.

Q: What happens if additional proposals are presented at the Annual Meeting?

A: Other than the four proposals described in this proxy statement, Soleno does not expect any additional matters to be presented for a vote at the Annual Meeting. If you are a stockholder of record and grant a proxy, the person named as proxy holder, Anish Bhatnagar, will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. If for any unforeseen reason any of Soleno's Class I nominees are not available as a candidate for director, the person named as proxy holder will vote your proxy for such other candidate or candidates as may be nominated by our Board of Directors.

Q: Who can vote at the Annual Meeting?

A: Our Board of Directors has set April 12, 2021 as the record date for the Annual Meeting. All stockholders who own Soleno Common Stock at the close of business on April 12, 2021 may attend and vote at the Annual Meeting. For each share of Common Stock held as of the record date, the stockholder is entitled to one vote on each proposal to be voted on. Stockholders do not have the right to cumulate votes. As of April 12,

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2021, there were 79,723,680 shares of our Common Stock outstanding. Shares held as of the record date include shares that you hold directly in your name as the stockholder of record and those shares held by a beneficial owner through a broker, bank or other nominee for you as a beneficial owner.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: Most stockholders of Soleno hold their shares through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholders of Record

If your shares are registered directly in your name with Soleno's transfer agent, American Stock Transfer & Trust Company, LLC, you are considered the stockholder of record with respect to those shares and these proxy materials have been sent directly to you. As the stockholder of record, you have the right to grant your voting proxy directly to Soleno or to vote virtually at the Annual Meeting.

Beneficial Owners / Street Name Stockholders

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in "street name." As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote and are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote these shares virtually at the Annual Meeting unless you request a "legal proxy" from the broker, bank or other nominee who holds your shares, giving you the right to vote the shares at the Annual Meeting. Throughout this proxy statement, we refer to stockholders who hold their shares through a broker, bank or other nominee as "street name stockholders" or "beneficial owners".

Q: How many votes does Soleno need to hold the Annual Meeting?

A: The holders of a majority of Soleno's issued and outstanding shares, and entitled to vote, as of the record date must be present virtually or represented at the Annual Meeting by proxy in order for Soleno to hold the meeting and conduct business. This is called a quorum. Both abstentions and broker "non-votes" are counted as present for the purpose of determining the presence of a quorum. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

Shares are also counted as present at the meeting if you:

- attend the meeting virtually and vote; or
- have properly submitted a proxy card or voting instruction form or voted via the Internet or by telephone.

Q: What is the voting requirement to approve each of the proposals?

A: Proposal One — Directors are elected by a plurality of the voting power of the shares present virtually or represented by proxy at the meeting and entitled to vote on the election of directors. "Plurality" means that the nominees who receive the largest number of votes cast "FOR" are elected as directors. As a result, any shares not voted "FOR" a particular nominee (whether as a result of stockholder abstention or a broker non-vote) will not be counted in such nominee's favor and will have no effect on the outcome of the election. Votes of "WITHHOLD" and broker non-votes have no legal effect on the election of directors due to the fact that such elections are by a plurality. Abstentions will have no effect on the outcome of this proposal. Broker non-votes will have no effect on the outcome of this proposal.

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You may vote either “FOR” or “WITHHOLD” on each of the Class I nominees for election as director. The two individuals receiving the highest number of “FOR” votes at the Annual Meeting for the Class I nominees will, therefore, be elected.

Proposal Two — The affirmative vote of a majority of the shares present virtually or represented by proxy and entitled to vote is required to ratify the appointment of Marcum LLP as our Company’s independent registered public accounting firm. You may vote “FOR,” “AGAINST” or “ABSTAIN” on Proposal Two. Abstentions are deemed to be votes cast and have the same effect as a vote against the proposal. However, broker non-votes are not deemed to be votes cast and, therefore, are not included in the tabulation of the voting results on the proposal.

Proposal Three — The affirmative vote of a majority of the shares present virtually or represented by proxy and entitled to vote is required to approve, on a non-binding advisory basis, the compensation of our named executive officers. You may vote “FOR,” “AGAINST” or “ABSTAIN” on Proposal Three. Abstentions are deemed to be votes cast and have the same effect as a vote against the proposal. However, broker non-votes are not deemed to be votes cast and, therefore, are not included in the tabulation of the voting results on the proposal.

Proposal Four — A plurality of the shares present virtually or represented by proxy and entitled to vote is required to approve, on a non-binding basis, the frequency of the advisory votes on executive compensation of our named executive officers. This means that you can cast your vote on your preferred voting frequency by choosing the option of every one year, two years or three years, or may abstain from voting. The frequency that receives the highest number of votes casts by our stockholders at the Annual Meeting will be considered the non-binding, advisory vote of our stockholders. Abstentions are deemed to be votes cast and have the same effect as a vote against the proposal. However, broker non-votes are not deemed to be votes cast and, therefore, are not included in the tabulation of the voting results on the proposal.

Q: Who counts the votes?

A: Votes cast by proxy or virtually at the Annual Meeting will be tabulated and certified by the inspector of elections who will also determine whether or not a quorum is present. A representative of American Stock Transfer & Trust Company, LLC will serve as the inspector of elections.

Q: What happens if I do not cast a vote?

A: Stockholders of record — If you are a stockholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the proposals at the Annual Meeting. However, if you submit a signed proxy card with no further instructions, the shares represented by that proxy card will be voted as recommended by our Board of Directors.

Beneficial owners — If you hold your shares in street name it is critical that you cast your vote if you want it to count in the election of directors (Proposal One), approval of the advisory vote on executive compensation (Proposal Three) and approval of the frequency of the advisory votes on executive compensation (Proposal Four) because if you do not indicate how you want to vote your shares voted on such proposal, your bank, broker or other nominee is not allowed to vote those shares on your behalf on a discretionary basis. Thus, if you hold your shares in street name and you do not instruct your bank, broker or other nominee how to vote in the election of directors, no votes will be cast on your behalf. Your bank, broker or other nominee will continue to have discretion to vote any uninstructed shares on the ratification of the appointment of Marcum LLP as our independent registered public accounting firm (Proposal Two).

Q: How can I vote my shares at the virtual Annual Meeting?

A: Shares held directly in your name as the stockholder of record may be voted at the virtual Annual Meeting. If you choose to vote at the annual meeting, please bring your proxy card to the Annual Meeting. Even

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if you plan to attend the Annual Meeting, Soleno recommends that you vote your shares in advance as described below so that your vote will be counted if you later decide not to attend the Annual Meeting. If you hold your shares in street name, you must request and receive in advance of the Annual Meeting a legal proxy from your broker, bank or other nominee in order to vote at the virtual Annual Meeting.

Q: How can I vote my shares in advance, without attending the Annual Meeting?

A: Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting. If you are a stockholder of record, you may vote by submitting a proxy; please refer to the voting instructions in the proxy materials or below. If you hold shares beneficially in street name, you may vote by submitting voting instructions to your broker, bank or other nominee; please refer to the voting instructions provided to you by your broker, bank or other nominee.

Internet — Stockholders of record with Internet access may submit proxies until 11:59 p.m., Eastern Time, on May 31, 2021, by following the instructions on your proxy cards or at www.voteproxy.com. Most of our stockholders who hold shares beneficially in street name may vote by accessing the website specified in the voting instructions provided by their brokers, banks or other nominees (have your proxy card in hand when you visit the website).

Telephone — You will be eligible to submit your vote by telephone until 11:59 p.m., Eastern Time, on May 31, 2021, at 888-776-9962 or 718-921-8562 (have your proxy card in hand when you call).

Mail — You may indicate your vote by completing, signing and dating the proxy card or voting instruction form where indicated and by returning it in the prepaid envelope that will be provided (if you received printed proxy materials). Your vote must be received by 11:59 p.m., Eastern Time, on May 31, 2021.

If you are a street name stockholder, you will receive voting instructions from your broker, bank or other nominee. You must follow the voting instructions provided by your broker, bank or other nominee in order to direct your broker, bank or other nominee on how to vote your shares. Street name stockholders should generally be able to vote by returning a voting instruction form, or by telephone or on the Internet. However, the availability of telephone and Internet voting will depend on the voting process of your broker, bank or other nominee. As discussed above, if you are a street name stockholder, you may not vote your shares virtually at the Annual Meeting unless you obtain a legal proxy from your broker, bank or other nominee.

Q: How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?

A: Brokerage firms and other intermediaries holding shares of our Common Stock in street name for their customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker will have discretion to vote your shares on our “routine” matter: the proposal to ratify the appointment of Marcum LLP as our independent registered public accounting firm. Your broker will not have discretion to vote on the election of directors which is a “non-routine” matter, absent direction from you.

Q: How can I change or revoke my vote?

A: Subject to any rules your broker, bank or other nominee may have, you may change your proxy instructions at any time before your proxy is voted at the Annual Meeting.

Stockholders of record — If you are a stockholder of record, you may change your vote by (1) filing with our Corporate Secretary, prior to your shares being voted at the Annual Meeting, a written notice of revocation or

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a duly executed proxy card, in either case dated later than the prior proxy relating to the same shares, or (2) attending the Annual Meeting and voting virtually (although attendance at the Annual Meeting will not, by itself, revoke a proxy). Any written notice of revocation or subsequent proxy card must be received by our Corporate Secretary prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to our Corporate Secretary or should be sent so as to be delivered to our principal executive office, 203 Redwood Shores Parkway, Suite 500, Redwood City, California, 94065, Attention: Corporate Secretary.

Beneficial owners — If you are a beneficial owner of shares held in street name, you may change your vote (1) by submitting new voting instructions to your broker, bank or other nominee, or (2) if you have obtained, from the broker, bank or other nominee who holds your shares, a legal proxy giving you the right to vote the shares, by attending the Annual Meeting and voting virtually. Your broker, bank or other nominee can provide you with instructions on how to change your vote.

In addition, a stockholder of record or a beneficial owner who has voted via the Internet or by telephone may also change his, her or its vote by making a timely and valid Internet or telephone vote no later than 11:59 p.m., Eastern Time, on May 31, 2021.

Q: Where can I find the voting results of the Annual Meeting?

A: We will announce the preliminary voting results at the Annual Meeting. We will report the final results in a current report on Form 8-K filed with the SEC within four business days after the date of the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K within four business days after the Annual Meeting, we will file a Current Report on Form 8-K to publish preliminary results and will provide the final results in an amendment to the Current Report on Form 8-K as soon as they become available.

Q: Who is the proxy and what do they do?

A: Our Board of Directors designated the person named as proxy on the proxy card, Anish Bhatnagar. When you, as stockholder of record, provide voting instructions in the proxy card, the named proxy will cast their votes in accordance with the instructions as indicated on the proxy card. If you are a stockholder of record and submit a signed proxy card, but do not indicate your voting instructions, the named proxy will vote as recommended by our Board of Directors in favor of the nominated directors and in favor of ratification of the appointment of Marcum LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021. If a matter not described in this proxy statement is properly presented at the Annual Meeting, the named proxy holder will use their own judgment to determine how to vote the shares. If the Annual Meeting is adjourned, the named proxy holder can vote the shares on the new Annual Meeting date as well, unless you have properly revoked your proxy instructions, as described above.

Q: How are proxies solicited for the Annual Meeting and who is paying for such solicitation?

A: Our Board of Directors is soliciting proxies for use at the Annual Meeting. All expenses associated with this solicitation will be borne by the Company. We will reimburse brokers or other nominees for reasonable expenses that they incur in sending our proxy materials to you if a broker, bank or other nominee holds shares of our Common Stock on your behalf. In addition, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Our directors and employees will not be paid any additional compensation for soliciting proxies.

Q: I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional set of the proxy materials?

A: We have adopted a procedure called “householding,” which the SEC has approved. Under this procedure, we deliver a single copy of our proxy materials to multiple stockholders who share the same address

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unless we have received contrary instructions from one or more of such stockholders. This procedure reduces our printing costs, mailing costs, and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of our proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these materials. To receive a separate copy, or, if a stockholder is receiving multiple copies, to request that we only send a single copy of the proxy materials, such stockholder may our Investor Relations department (i) by mail at 203 Redwood Shores Parkway, Suite 500, Redwood City, California, 94065, Attention: Corporate Secretary, (ii) by calling us at (650) 213-8444, or (iii) by sending an email to IR@soleno.life.

Street name stockholders may contact their broker, bank or other nominee to request information about householding.

Q: What should I do if I receive more than one set of proxy materials?

A: If you receive more than one set of proxy materials, it is because your shares are registered in more than one name or brokerage account. Please follow the voting instructions on each proxy card or voting instruction form you receive to ensure that all of your shares are voted.

Q: Is my vote confidential?

A: Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Soleno or to third parties except (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote, or (3) to facilitate a successful proxy solicitation by our Board of Directors. Occasionally, stockholders provide written comments on their proxy cards, which are then forwarded to Soleno's management.

Q: What is the deadline to propose actions for consideration at the 2022 Annual Meeting of stockholders or to nominate individuals to serve as directors at that Annual Meeting?

A: Our stockholders may submit proposals that they believe should be voted upon at our next Annual Meeting in 2022 or nominate persons for election to our Board of Directors at that meeting (see "*Stockholder Proposals*"). Stockholders may also recommend candidates to our Board of Directors for election at that meeting (See "*Recommendations and Nominations of Director Candidates*").

Stockholder Proposals:

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at next year's annual meeting of stockholders by submitting their proposals in writing to our Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in Soleno's proxy statement for the 2022 Annual Meeting, the written proposal must be received by Soleno's Corporate Secretary at our principal executive offices no later than December 22, 2021. Such proposals also will need to comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in Company-sponsored proxy materials.

When a stockholder does not seek to include a proposal in our 2022 proxy statement pursuant to Rule 14a-8, the stockholder may submit the proposal to Soleno for the 2022 Annual Meeting of Stockholders consistent with the requirements of our amended and restated bylaws. To be timely under our amended and restated bylaws, such stockholder's notice must be received by the Corporate Secretary at our principal executive office not later than 45 days nor earlier than 75 days before the one-year anniversary of the date on which we first mailed our 2021 proxy materials. For the 2022 Annual Meeting, assuming a mailing date of April 21, 2021 for this proxy statement, the notice must be received no earlier than February 5, 2022 and no later than March 7, 2022.

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However, if the date of the 2022 Annual Meeting is advanced by more than 30 days prior to or delayed by more than 30 days after the one-year anniversary of the date of the 2021 Annual Meeting, then, for notice by the stockholder to be timely, it must be so received by the Corporate Secretary not earlier than the close of business on the 120th day prior to the 2022 Annual Meeting and not later than the close of business on the later of (i) the 90th day prior to the 2022 Annual Meeting, or (ii) the tenth day following the day on which a public announcement of the date of the 2022 Annual Meeting is first made. To be in proper form, a stockholder's notice to our Company must set forth the information required by our amended and restated bylaws.

In no event shall any adjournment or postponement of an Annual Meeting or the announcement thereof commence a new time period for the giving of a stockholder's notice, as described in Section 2.4(i)(a) of our amended and restated bylaws.

As described in our amended and restated bylaws, the stockholder submission must include certain specified information concerning the proposal or nominee, as the case may be, and information as to the stockholder's ownership of our Common Stock. If a stockholder gives notice of such a proposal after the deadline computed in accordance with our amended and restated bylaws, the stockholder will not be permitted to present the proposal to our stockholders for a vote at the 2022 Annual Meeting.

Recommendations and Nominations of Director Candidates:

The nominating and corporate governance committee of our Board of Directors will consider stockholder recommendations and nominations for candidates to the Board of Directors from stockholders. A stockholder that desires to recommend a candidate for election to the Board of Directors must direct the recommendation in writing to Soleno, and must include the candidate's name, home and business contact information, detailed biographical data and qualifications, details regarding any shares of our stock which the nominee holds as of the time of the submission, evidence of the nominating person's ownership of our Common Stock, a description of any arrangement between the stockholder and the nominee, and a written statement from the nominee acknowledging that if elected, the nominee will serve his or her term as director and will owe a fiduciary duty to our Company and our stockholders.

A stockholder that instead desires to nominate a person directly for election to the Board of Directors must meet the deadlines and other requirements set forth in Section 2.4(ii) of our amended and restated bylaws and the rules and regulations of the SEC, consistent with the time requirements provided above, and in form and setting forth the information required by our amended and restated bylaws.

Delivery of Nominations, Recommendations and Proposals:

Nominations, recommendations and/or proposals should be addressed and timely delivered to: Soleno Therapeutics, Inc., at 203 Redwood Shores Parkway, Suite 500, Redwood City, California, 94065, Attention: Corporate Secretary. Stockholders interested in submitting such a proposal are advised to contact knowledgeable legal counsel with regard to the detailed requirements of applicable securities laws. The submission of a stockholder proposal does not guarantee that it will be included in our 2022 proxy statement.

Copy of Bylaws:

You may contact us at our principal executive offices for a copy of the relevant amended and restated bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates. Alternatively, a copy of our bylaws may be obtained by accessing our filings on the SEC's website at www.sec.gov.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Our business affairs are managed under the direction of our Board of Directors, which currently consists of six members. Five of our current six directors are independent within the meaning of the independent director requirements of The NASDAQ Capital Market (“NASDAQ”). Our Board of Directors is divided into three classes with staggered three-year terms. At each Annual Meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose term is then expiring.

The following table sets forth the names and ages as of April 1, 2021, and certain other information for each of the directors:

<u>Name</u>	<u>Class</u>	<u>Age</u>	<u>Position</u>	<u>Director Since</u>	<u>Current Term Expires</u>	<u>Expiration of Term for Which Nominated</u>
1. Directors with Terms Expiring at the Annual Meeting/Nominees						
Gwen Melincoff (2)(3)	I	69	Director	04/26/2019	2021	2024
Andrew Sinclair (1)(3)	I	49	Director	12/19/2018	2021	2024
2. Continuing Directors						
Anish Bhatnagar	III	53	President, Chief Executive Officer, Chief Operating Officer and Director	02/06/2014	2022	—
William G. Harris (1)(2)	III	63	Director	06/02/2014	2022	—
Ernest Mario (2)	II	82	Chairman	08/03/2007	2023	—
Birgitte Volck (1)(3)	II	58	Director	06/10/2019	2023	—

(1) Member of our audit committee.

(2) Member of the compensation committee.

(3) Member of the nominating and corporate governance committee.

Nominee Directors

Gwen Melincoff. Ms. Melincoff joined our Board of Directors in April 2019. Ms. Melincoff has over 25 years of leadership experience in the biotechnology and pharmaceutical industries. Her experience has spanned public and private company boards, venture financing, business development, licensing, mergers and acquisitions, research operations, marketing, product management and project management. She currently sits on the board of directors of Protalix Biotherapeutics, Inc., Collegium Pharmaceuticals, Inc. and Gain Therapeutics, Inc., and is a Venture Advisor at Agent Capital. She is also an advisor to Verge Genomics and was a board member at Tobira Therapeutics from 2014-2016 when Allergan acquired it for \$1.7 billion. She served as Vice President of Business Development at BTG International Inc. a UK- specialist healthcare company from 2014-2016. From 2004 to the 2013, Ms. Melincoff was Senior Vice President of Business Development at Shire Pharmaceuticals. Additionally, she led Shire’s Strategic Investment Group (SIG). She served as a board member/board observer at DBV Technologies, AM Pharma, ArmaGen Technologies, Photocure ASA, Promethera Biosciences, Naurex Inc. (acquired by Allergan) and Enterome. She was responsible for the collaboration with New River Pharmaceuticals that led to the \$2.6 billion acquisition of the company. Ms. Melincoff was named a “Top Women in Biotech 2013” by Fierce Biotech as well as being named to the Powerlist 100 of Corporate Venture Capital in 2012 and 2013. Prior to joining Shire, Ms. Melincoff was Vice President of Business Development at Adolor Corporation. Ms. Melincoff worked for Eastman Kodak for over ten years in a number of their health care companies. Ms. Melincoff has a B.S in Biology, a Master’s of Science in Management, and has attained the designation of the Certified Licensing Professional (CLP™).

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We believe Ms. Melincoff is able to make valuable contributions to our Board of Directors due to her extensive experience in business development and general management in our industry and her valuable experience in corporate governance and on other public boards.

Andrew Sinclair, PhD. Dr. Sinclair has been a member of our Board of Directors since December 2018. Since 2008, Dr. Sinclair has held various positions at Abingworth LLP, a life sciences investment group, where he is currently a Partner and Portfolio Manager. Dr. Sinclair currently sits on the boards of Sierra Oncology Inc. and Verona Pharma plc, and is a member of the Institute of Chartered Accountants in England and Wales and received a Ph.D. in chemistry and genetic engineering at the BBSRC Institute of Plant Science, Norwich, and a B.Sc. in microbiology from King's College London.

We believe Dr. Sinclair is able to make valuable contributions to our Board of Directors due to his education and significant experience in the biotechnology and pharmaceutical industries.

Continuing Directors

Anish Bhatnagar, M.D. Dr. Bhatnagar was appointed as our Chief Executive Officer in February 2014. Prior to that, he served as our President and Chief Operating Officer. Dr. Bhatnagar joined the Company in 2006, and has held positions of increasing responsibility since then. Dr. Bhatnagar is a physician with over 15 years of experience in the medical device and biopharmaceutical industries. His experience spans development of biologics, drugs, drug-device combinations and diagnostic as well as therapeutic medical devices. His prior experience includes working at Coulter Pharmaceuticals, Inc. from 1998 to 2000 and Titan Pharmaceuticals, Inc. from 2000 to 2006. He is the author of several peer-reviewed publications, abstracts and book chapters. He obtained his medical degree at SMS Medical College in Jaipur, India and completed his Residency and Fellowship training in the U.S. at various institutions, including Georgetown University Hospital and the University of Pennsylvania.

We believe Dr. Bhatnagar is able to make valuable contributions to our Board of Directors due to his service as an executive officer of our Company, including as Chief Executive Officer, extensive knowledge of medical device and pharmaceutical company operations, and extensive experience working with companies, regulators and other stakeholders in the medical device and pharmaceutical industries.

William G. Harris. Mr. Harris has been a member of our Board of Directors since June 2014. Since 2001, he has been the Senior Vice President of Finance and Chief Financial Officer of Xenoport, Inc. From 1996 to 2001, he held several positions with Coulter Pharmaceutical, Inc., a biotechnology company engaged in the development of novel therapies for the treatment of cancer and autoimmune diseases, the most recent of which was Senior Vice President and Chief Financial Officer, Corixa Corp., a developer of immunotherapeutic products, which was acquired by Coulter Pharmaceutical in 2000. Prior to Coulter Pharmaceutical, from 1990 to 1996, Mr. Harris held several positions at Gilead Sciences, Inc., the most recent of which was director of finance. Mr. Harris received a B.A. from the University of California, San Diego and an M.B.A. from Santa Clara University, Leavey School of Business and Administration.

We believe Mr. Harris is able to make valuable contributions to our Board of Directors due to his vast experience as a finance professional in the biomedical and pharmaceutical industries.

Ernest Mario, Ph. D. Dr. Mario joined our Board of Directors in August 2007 and served as Chairman and Chief Executive Officer until February 2014 when he was named Chairman. From April 2003 to August 2007, Dr. Mario served as Chief Executive Officer and Chairman of Reliant Pharmaceuticals, Inc., a privately held pharmaceutical company that was acquired by GlaxoSmithKline for approximately \$1.6 billion in 2007. Dr. Mario served as Chief Executive Officer and Chairman of ALZA Corporation, a research-based pharmaceutical company, from November 1997 to December 2001, when ALZA was acquired by Johnson & Johnson for approximately \$12 billion. Previously he served as Chief Executive Officer and Co-Chairman of

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ALZA from August 1993 to November 1997. From January 1992 until March 1993, Dr. Mario served as Deputy Chairman of Glaxo Holdings plc., a pharmaceutical company, and as Chief Executive from May 1989 to March 1993. Dr. Mario has current and past service on a number of corporate boards including Amplitude Healthcare Acquisition Corporation, Boston Scientific Corporation, Celgene Inc., Chimerix, Inc., Eyenovia Inc., Kindred Biosciences Inc., Tonix Pharmaceuticals Holding Corp. and XenoPort Inc. Dr. Mario earned his M.S. and Ph.D. in physical sciences at the University of Rhode Island and a B.S. in pharmacy at Rutgers. He holds honorary doctorates from the University of Rhode Island and Rutgers University. In 2007, he was awarded the Remington Medal by the American Pharmacists' Association, pharmacy's highest honor.

We believe Dr. Mario is able to make valuable contributions to our Board of Directors due to his extensive knowledge of our Company, the industry, and our competitors, his extensive experience in risk oversight, quality and business strategy as a result of serving in leadership roles at multiple companies, his status as a significant stockholder and his prior service as our Chief Executive Officer.

Birgitte Volck, M.D., Ph.D. Dr. Volck joined our Board of Directors in June 2019. Since December 2018, Dr. Volck has served as the President R&D at AVROBIO Inc., a clinical stage gene therapy company. From 2016 to 2018, she served as head of Research and Development, Rare Diseases, for GlaxoSmithKline. From 2012 to 2016, Dr. Volck served as the Chief Medical Officer and Senior Vice President of Development at Swedish Orphan Biovitrum AB. Prior to this, from 2007 to 2012, she held various positions at Amgen Inc., including Executive Development Director, Bone, Neuroscience & Inflammation. From 2004 to 2007, Dr. Volck served as Nordic Medical Director and Project Director at Genzyme A/S, and from 2001 to 2004, she served as Head of Clinical Development and Medical Affairs at Pharmexa. Dr. Volck currently serves as a director for Ascendis Pharma A/S. She also served as a director for Wilson Therapeutics AB from May 2017 to May 2018 until it was acquired by Alexion Pharmaceuticals for \$850 million. Dr. Volck received her M.D. and Ph.D. degrees from Copenhagen University, Denmark.

We believe Dr. Volck is able to make valuable contributions to our Board of Directors due to her extensive experience in business development in our industry and her valuable experience in corporate governance and on other boards.

Director Independence

Under the listing requirements and rules of NASDAQ, independent directors must comprise a majority of a listed company's Board of Directors.

Since our initial public offering (the "IPO"), our Board of Directors has continually performed a review of its composition, the composition of its committees, and the independence of each director. Based upon information requested from and provided by each director concerning such director's background, employment and affiliations, including family relationships, our Board of Directors determined that Mr. Harris, Ms. Melincoff, and Drs. Mario, Sinclair and Volck have no relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent," as that term is defined under the applicable rules and regulations of the SEC, and the listing requirements and rules of NASDAQ. In making this determination, our Board of Directors considered the current and prior relationships that each non-employee director has with our Company, any other transactional relationships a non-employee director may have with our Company, and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock held by each non-employee director and any of his, her and our respective affiliates.

Board of Directors

Our Board of Directors may establish the authorized number of directors from time to time by resolution. The current authorized number of directors is six. The Class I nominee directors, if elected, will continue to serve

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as directors until the annual meeting of stockholders in 2024 and until his or her respective successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

Our Board of Directors held twelve meetings during 2020. No members of our Board of Directors attended fewer than 75% of the aggregate of the total number of meetings of the Board of Directors (held during the period for which he or she was a director) and the total number of meetings held by all committees of the Board of Directors on which such director served (held during the period that such director served). Although we do not have a formal policy, members of our Board of Directors are invited and encouraged to attend each annual meeting of stockholders and all members, except for Dr. Sinclair, attended the annual meeting in 2020.

Board Leadership Structure

Our Board of Directors has a Chairman, Dr. Mario, who has authority, among other things, to preside over Board of Directors meetings, and to call special meetings of the Board of Directors. Accordingly, the Chairman has substantial ability to shape the work of our Board of Directors. We currently believe that separation of the roles of Chairman and Chief Executive Officer reinforces the leadership role of our Board of Directors in its oversight of the business and affairs of our Company. In addition, we currently believe that having a separate Chairman creates an environment that is more conducive to objective evaluation and oversight of management's performance, increasing management accountability and improving the ability of our Board of Directors to monitor whether management's actions are in the best interests of our Company and its stockholders. However, no single leadership model is right for all companies and at all times. Our Board of Directors recognizes that depending on the circumstances, other leadership models, such as combining the role of Chairman with the role of Chief Executive Officer, might be appropriate. As a result, our Board of Directors may periodically review its leadership structure.

Board Committees

Our Board of Directors has the authority to appoint committees to perform certain management and administration functions. Our Board of Directors has an audit committee, a compensation committee and a nominating and corporate governance committee. The composition and responsibilities of each committee are described below. Members will serve on these committees until their resignation or until otherwise determined by our Board of Directors. The inclusion of our website address in this proxy statement does not incorporate by reference the information on or accessible through our website into this proxy statement.

Audit Committee

Our audit committee consists of Andrew Sinclair, Birgitte Volck and William G. Harris, each of whom satisfies the independence requirements under NASDAQ listing standards and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). The chairperson of our audit committee is Mr. Harris. Each member of our audit committee can read and understand fundamental financial statements in accordance with audit committee requirements. In arriving at this determination, our Board of Directors has examined each audit committee member's scope of experience and the nature of his or her employment in the corporate finance sector.

Our audit committee oversees our corporate accounting and financial reporting process and assists our Board of Directors in oversight of the integrity of our financial statements, our compliance with legal and regulatory requirements, our independent auditor's qualifications, independence and performance and our internal accounting and financial controls. Our audit committee is responsible for the appointment, compensation, retention and oversight of our independent auditors. Our Board of Directors has determined that Mr. Harris is an audit committee financial expert, as defined by the rules promulgated by the SEC.

The audit committee held four meetings in 2020. The charter of the audit committee is available on our website at www.soleno.life. The inclusion of our website address in this proxy statement does not include or incorporate by reference into this proxy statement the information on or accessible through our website.

Compensation Committee

Our compensation committee currently consists of William G. Harris, Ernest Mario and Gwen Melincoff, each of whom our Board of Directors has determined to be independent under NASDAQ listing standards, a “nonemployee director” as defined in Rule 16b-3 promulgated under the Exchange Act, and an “outside director” as that term is defined in Section 162(m) of the Internal Revenue Code (“**Code Section 162(m)**”). The chairperson of our compensation committee is Dr. Mario.

Our compensation committee oversees our compensation policies, plans and benefits programs and assists our Board of Directors in meeting its responsibilities with regard to oversight and determination of executive compensation. In addition, our compensation committee reviews and makes recommendations to our Board of Directors with respect to our major compensation plans, policies and programs and assesses whether our compensation structure establishes appropriate incentives for officers and employees.

The compensation committee held three meetings in 2020. The charter of the compensation committee is available on our website at www.soleno.life. The inclusion of our website address in this proxy statement does not include or incorporate by reference into this proxy statement the information on or accessible through our website.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee currently consists of Andrew Sinclair, Gwen Melincoff, and Birgitte Volck, each of whom our Board of Directors has determined to be independent under NASDAQ listing standards. The chairperson of our nominating and corporate governance committee is Dr. Sinclair.

Our nominating and corporate governance committee is responsible for making recommendations to our Board of Directors regarding candidates for directorships and the size and composition of the Board of Directors and its committees. In addition, our nominating and corporate governance committee is responsible for reviewing and making recommendations to our Board of Directors on matters concerning corporate governance and conflicts of interest.

The nominating and corporate governance committee held two meetings in 2020. The charter of the nominating and corporate governance committee is available on our website at www.soleno.life. The inclusion of our website address in this proxy statement does not include or incorporate by reference into this proxy statement the information on or accessible through our website.

Stockholder Recommendations for Nominations to the Board of Directors

Our nominating and corporate governance committee will consider candidates for directors recommended by stockholders. Our nominating and corporate governance committee will evaluate such recommendations in accordance with its charter, our bylaws, our policies and procedures for director candidates, as well as the regular director nominee criteria described above. This process is designed to ensure that our Board of Directors includes members with diversity of experience, skills, professional background, gender, race, ethnicity, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board of Directors, including appropriate financial and other expertise relevant to our business. Stockholders wishing to recommend a candidate for nomination should contact our Corporate Secretary in writing. Such recommendations must include the candidate’s name, home and business contact information, detailed biographical data and qualifications, details regarding any shares of our stock which the nominee holds as of the time of the submission, evidence of the nominating person’s ownership of our Common Stock, a description of any arrangement between the stockholder and the nominee, and a written statement from the nominee acknowledging that if elected, the nominee will serve his or her term as director and will owe a fiduciary duty to

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our Company and our stockholders. Such recommendations must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for membership on our Board of Directors. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors.

A stockholder can nominate a candidate directly for election to our Board of Directors by complying with the procedures in Section 2.4(ii) of our bylaws and the rules and regulations of the SEC. Any eligible stockholder who wishes to submit a nomination should review the requirements in the bylaws on nominations by stockholders. Any nomination should be sent in writing to our Corporate Secretary at Soleno Therapeutics, Inc., 203 Redwood Shores Parkway, Suite 500, Redwood City, California, 94065. To be timely for our 2022 Annual Meeting of stockholders, our Corporate Secretary must receive the nomination not later than 45 days nor earlier than 75 days before the one-year anniversary of the date we first mailed its proxy materials to stockholders in connection with our previous year's Annual Meeting of stockholders. The notice must state the information required by Section 2.4(ii)(b)(1) of our bylaws and otherwise must comply with applicable federal and state law.

Communications with the Board of Directors

Stockholders wishing to communicate with our Board of Directors or with an individual member of our Board of Directors may do so by writing to our Board of Directors or to the particular member of our Board of Directors, and mailing the correspondence to our Corporate Secretary at Soleno Therapeutics, Inc., 203 Redwood Shores Parkway, Suite 500, Redwood City, California, 94065. Our Corporate Secretary will review all incoming stockholder communications (excluding mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material), and if deemed appropriate, the stockholder communications will be forwarded to the appropriate member or members of our Board of Directors, or if none is specified, to the Chairman of our Board of Directors. This procedure does not apply to stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act.

Role in Risk Oversight

Our Board of Directors oversees an enterprise-wide approach to risk management, designed to support the achievement of business objectives, including organizational and strategic objectives, to improve long-term organizational performance and enhance stockholder value. The involvement of our Board of Directors in setting our business strategy is a key part of its assessment of management's plans for risk management and its determination of what constitutes an appropriate level of risk for our Company. The participation of our Board of Directors in our risk oversight process includes receiving regular reports from members of senior management on areas of material risk to our Company, including operational, financial, legal and regulatory, and strategic and reputational risks.

While our Board of Directors has the ultimate responsibility for the risk management process, senior management and various committees of our Board of Directors also have responsibility for certain areas of risk management.

Our senior management team is responsible for day-to-day risk management and regularly reports on risks to our full Board of Directors or a relevant committee. Our finance and regulatory personnel serve as the primary monitoring and evaluation function for Company-wide policies and procedures, and manage the day-to-day oversight of the risk management strategy for our ongoing business. This oversight includes identifying, evaluating, and addressing potential risks that may exist at the enterprise, strategic, financial, operational, compliance and reporting levels.

Our audit committee focuses on monitoring and discussing our major financial risk exposures and the steps management has taken to monitor and control such exposures, including our risk assessment and risk management policies. As appropriate, the audit committee provides reports to and receives direction from the full

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Board of Directors regarding our risk management policies and guidelines, as well as the audit committee's risk oversight activities.

In addition, our compensation committee assesses our compensation policies to confirm that the compensation policies and practices do not encourage unnecessary risk taking. The compensation committee reviews and discusses the relationship between risk management policies and practices, corporate strategy and senior executive compensation and, when appropriate, reports on the findings from the discussions to our Board of Directors. Our compensation committee intends to set performance metrics that will create incentives for our senior executives that encourage an appropriate level of risk-taking that is commensurate with our short-term and long-term strategies.

Code of Business Conduct and Ethics

We have adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including those officers responsible for financial reporting. The code of business conduct and ethics is available on our website at www.soleno.life. *We intend to disclose any amendments to the code, or any waivers of its requirements, on our website to the extent required by the applicable rules and exchange requirements. The inclusion of our website address in this proxy statement does not incorporate by reference the information on or accessible through our website into this proxy statement.*

Compensation Committee Interlocks and Insider Participation

Ernest Mario served as Chief Executive Officer of the Company until 2014. None of the other members of our compensation committee has ever been an officer or employee of the Company. None of our executive officers serve, or have served during the last fiscal year, as a member of a board of directors, compensation committee or other board committee performing equivalent functions of any entity that has one or more executive officers serving on our Board of Directors or on our compensation committee.

Non-Employee Director Compensation

Directors who are employees do not receive any additional compensation for their service on our Board of Directors. We reimburse our non-employee directors for their reasonable out-of-pocket costs and travel expenses in connection with their attendance at Board of Directors and committee meetings.

Except as noted below, the following table sets forth information regarding compensation earned by our non-employee directors during the fiscal year ended December 31, 2020.

<u>Name</u>	<u>Cash Compensation</u>	<u>Option Awards (1)</u>	<u>Stock Awards (2)</u>	<u>Total</u>
Ernest Mario (3)	\$ —	\$ 17,973	\$ 69,998	\$ 87,971
William G. Harris (4)	\$ 8,688	\$ 17,973	\$ 46,312	\$ 72,973
Andrew Sinclair (5)	\$ —	\$ 17,973	\$ —	\$ 17,973
Gwen Melincoff (6)	\$ 43,500	\$ 17,973	\$ —	\$ 61,473
Birgitte Volck (7)	\$ —	\$ 17,973	\$ 43,912	\$ 61,885

(1) The amounts in this column reflect the aggregate grant date fair value of each option award granted during the fiscal year, computed in accordance with FASB ASC Topic 718. The valuation assumptions used in determining such amounts are described in the Notes to our audited financial statements for the years ended December 31, 2020 and 2019. The table below lists the aggregate number of shares and additional information with respect to the outstanding option awards held by each of our non-employee directors.

(2) The amounts in this column reflect the aggregate grant date fair value of the common shares issued to board members in lieu of cash payments for quarterly board fees. Payment in shares of the Company's common stock is made after the close of the quarter in which the compensation is earned. The grant date fair value for common shares is determined using the closing price of our common stock on the issuance date.

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- (3) Dr. Mario joined our Board in August 2007. During 2020, Dr. Mario was granted an option to purchase 9,530 shares of our common stock, of which 100% of the shares vest on the earlier of the 12 month anniversary of the date of grant or the day before the next annual meeting of stockholders, subject to continued service through each such date. Dr. Mario was also issued 34,897 shares of common stock in lieu of cash payments for quarterly board fees, paid quarterly in the quarter following when the compensation is earned.
- (4) Mr. Harris joined our Board in June 2014. During 2020, Mr. Harris was granted an option to purchase 9,530 shares of our common stock, of which 100% of the shares vest on the earlier of the 12 month anniversary of the date of grant or the day before the next annual meeting of stockholders, subject to continued service through each such date. Mr. Harris was also issued 23,470 shares of common stock in lieu of cash payments for quarterly board fees, paid quarterly in the quarter following when the compensation is earned.
- (5) Dr. Sinclair joined our Board in December 2018. During 2020, Dr. Sinclair was granted an option to purchase 9,530 shares of our common stock, of which 100% of the shares vest on the earlier of the 12 month anniversary of the date of grant or the day before the next annual meeting of stockholders, subject to continued service through each such date. Dr. Sinclair has waived his quarterly board fees.
- (6) Ms. Melincoff joined our Board in April 2019. During 2020, Ms Melincoff was granted an option to purchase 9,530 shares of our common stock, of which 100% of the shares vest on the earlier of the 12 month anniversary of the date of grant or the day before the next annual meeting of stockholders, subject to continued service through each such date.
- (7) Dr. Volck joined our Board in June 2019. During 2020, Dr. Volck was granted an option to purchase 9,530 shares of our common stock, of which 100% of the shares vest on the earlier of the 12 month anniversary of the date of grant or the day before the next annual meeting of stockholders, subject to continued service through each such date. Dr. Volk was also issued 22,248 shares of common stock in lieu of cash payments for quarterly board fees, paid quarterly in the quarter following when the compensation is earned.

Our Board of Directors has adopted a non-employee director compensation policy pursuant to which we will compensate our non-employee directors with a combination of cash and equity. Each such director will receive an annual base cash retainer of \$40,000 for such service, to be paid quarterly. Each non-employee director will receive an annual stock option grant to purchase that number of shares representing, as of the date of grant, \$32,500 of value, which shall be granted effective as of the date of each annual stockholder meeting, and share vest as to 100% of the shares on the earlier of the 12 month anniversary of the date of grant or the day before the next annual stockholder meeting. New Members elected to the Board of Directors shall receive a stock option grant to purchase 80,000 shares of Common Stock, which shall vest monthly over four years. The policy also provides that we compensate certain members of our Board of Directors for service on our committees as follows:

- The chair or executive chair of our Board of Directors will receive an annual cash retainer of \$30,000 for such service, paid quarterly;
- The chairperson of our audit committee will receive an annual cash retainer of \$15,000 for such service and each other member of the audit committee will receive an annual cash retainer of \$7,500 for such service, paid quarterly;
- The chairperson of our compensation committee will receive an annual cash retainer of \$10,000 for such service and each other member of the compensation committee will receive an annual cash retainer of \$5,000 for such service, paid quarterly; and
- The chairperson of our nominating and corporate governance committee will receive an annual cash retainer of \$7,000 for such service and each other member of the nominating and corporate governance committee will receive an annual cash retainer of \$3,500, paid quarterly.

**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

Our Board of Directors is currently composed of six members. In accordance with our certificate of incorporation, our Board of Directors is divided into three classes with staggered three-year terms. At the Annual Meeting, two Class I directors will be elected for a three-year term.

Each director's term continues until the election and qualification of such director's successor, or such director's earlier death, resignation, or removal. Any increase or decrease in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of our directors. This classification of our Board of Directors may have the effect of delaying or preventing changes in control of our Company.

Nominees

Our nominating and corporate governance committee has recommended, and our Board of Directors has approved, Gwen Melincoff and Andrew Sinclair as nominees for election as Class I directors. If elected, each of Gwen Melincoff and Andrew Sinclair will serve as Class I directors until the 2024 Annual Meeting of stockholders; or until their respective successors are duly elected and qualified. Each of the nominees is currently a member of our Board of Directors. For information concerning the nominees, please see the section titled "Board of Directors and Corporate Governance."

If you are a stockholder of record and you sign your proxy card or vote over the Internet or by telephone but do not give instructions with respect to the voting of directors, your shares will be voted FOR the re-election of Gwen Melincoff and Andrew Sinclair. We expect that Gwen Melincoff and Andrew Sinclair will accept such nomination; however, in the event that a director nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by our Board of Directors to fill such vacancy. If you are a beneficial owner of shares of our Common Stock and you do not give voting instructions to your broker, bank or other nominee, then your broker, bank or other nominee will leave your shares unvoted on this matter.

Vote Required

The election of Class I directors requires a plurality vote of the shares of our Common Stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon to be approved. Broker non-votes will have no effect on this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF
THE TWO DIRECTORS NOMINATED BY OUR BOARD OF DIRECTORS AND NAMED IN THIS
PROXY STATEMENT AS CLASS I DIRECTORS TO SERVE FOR A THREE-YEAR TERM.**

PROPOSAL NO. 2
RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our audit committee has appointed Marcum LLP (“**Marcum**”) as our independent registered public accounting firm to audit our consolidated financial statements for our fiscal year ending December 31, 2021. Marcum also served as our independent registered public accounting firm for our fiscal year ended December 31, 2020.

At the Annual Meeting, stockholders are being asked to ratify the appointment of Marcum as our independent registered public accounting firm for our fiscal year ending December 31, 2021. Stockholder ratification of the appointment of Marcum is not required by our Bylaws or other applicable legal requirements. However, our Board is submitting the appointment of Marcum to our stockholders for ratification as a matter of good corporate governance. In the event that this appointment is not ratified by the affirmative vote of a majority of the shares present virtually or by proxy and entitled to vote at the Annual Meeting, such appointment will be reconsidered by our audit committee. Even if the appointment is ratified, our audit committee, in its sole discretion, may appoint another independent registered public accounting firm at any time during our fiscal year ending December 31, 2021 if our audit committee believes that such a change would be in our Company’s best interests and that of our stockholders. A representative of Marcum is expected to be present at the Annual Meeting, will have an opportunity to make a statement if he or she wishes to do so, and is expected to be available to respond to appropriate questions from stockholders.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees for professional audit services and other services rendered to us by Marcum for our fiscal years ended December 31, 2020 and 2019.

	<u>2020</u>	<u>2019</u>
Audit Fees (1)	\$ 250,450	\$ 266,481
Audit-Related Fees (2)	\$ —	\$ —
Tax Fees (3)	\$ —	\$ —
All Other Fees (4)	\$ 49,131	\$ 64,243
	<u>\$299,581</u>	<u>\$ 330,724</u>

- (1) “Audit Fees” consist of fees and expenses billed for professional services rendered in connection with the audit of our annual financial statements, review of our quarterly financial statements, and services that are normally provided by Marcum in connection with statutory and regulatory filings or engagements for those fiscal years.
- (2) “Audit-Related Fees” consist of fees and expenses billed for professional services for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under “Audit Fees.”
- (3) “Tax Fees” consist of fees and expenses billed for professional services rendered by Marcum for tax compliance, tax advice and tax planning.
- (4) “All Other Fees” in 2020 consist of fees and expenses billed for professional services rendered by Marcum in connection with our registered public offering in June 2020 and our Form S-8 registration statements related to the registration of shares authorized for issuance pursuant to the Company’s 2014 Equity Incentive Plan, and in 2019 consist of fees and expenses billed for professional services rendered by Marcum in connection with our Form S-3 registration statement, our registered public offering in October 2019 and our Form S-8 registration statement related to the registration of shares authorized for issuance pursuant to the Company’s 2014 Equity Incentive Plan.

Auditor Independence

In 2020, there were no other professional services provided by Marcum that would have required our audit committee to consider their compatibility with maintaining the independence of Marcum.

Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our audit committee has established a policy governing our use of the services of our independent registered public accounting firm. Under the policy, our audit committee is required to pre-approve all audit and permissible non-audit services performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair such accounting firm's independence. All fees paid to Marcum for our fiscal years ended December 31, 2020 and 2019 were pre-approved by our audit committee.

Vote Required

The ratification of the appointment of Marcum requires the affirmative vote of a majority of the shares of our Common Stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the effect of a vote **AGAINST** the proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE
RATIFICATION OF THE APPOINTMENT OF MARCUM LLP AS OUR INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING
DECEMBER 31, 2021.**

**PROPOSAL NO. 3
ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) allows our stockholders to vote to approve, on an advisory basis, the compensation of our named executive officers as disclosed in accordance with the SEC’s rules in the “Executive Compensation” section of this proxy statement. This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on the compensation of our named executive officers.

The “say-on-pay” vote is advisory, and as such is not binding on the Company, but it does provide the compensation committee with valuable information about stockholder opinion of our executive compensation policies and programs for consideration when determining executive compensation in the future. Our Board and our compensation committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, we will consider our stockholders’ concerns and the compensation committee will evaluate whether any actions are necessary to address those concerns.

We believe that our executive compensation programs have been effective in achieving long-term alignment of management and stockholder interests, consistent with the Company’s philosophy on pay and performance.

We ask that you vote “FOR” the follow resolution:

RESOLVED: That the stockholders of Soleno Therapeutics, Inc. hereby approve, on an advisory basis, the compensation of the named executive officers as disclosed in the proxy statement furnished for the 2021 Annual Meeting of Stockholders pursuant to the compensation disclosure rules and regulations of the U.S. Securities and Exchange Commission.

Vote Required

The affirmative vote of the holders of a majority of the shares of stock present virtually or represented by Proxy and entitled to vote at the Annual Meeting will be required to approve, on an advisory basis, this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR”
THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED
IN THIS PROXY STATEMENT.**

PROPOSAL NO. 4
ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION

The Dodd-Frank Act also allows our stockholders to approve, on an advisory basis, the frequency with which we should solicit a stockholder advisory vote on the compensation of our named executive officers, such as Proposal No. 3 above. Because your vote on this Proposal No. 4 is advisory, it is not binding on the Company, but it does provide the compensation committee with valuable information about stockholder opinion.

The Board believes that a stockholder advisory vote on the compensation of our named executive officer should take place every three years, although the Board and compensation committee evaluate executive compensation policies on an annual basis.

We understand that our stockholders may have different views as to what is the best approach for the Company, and we look forward to hearing from our stockholders on this Proposal No. 4.

You may cast your vote on our preferred voting frequency by choosing the option of one year, two years, or three years, or abstain from voting.

Vote Required

The affirmative vote of the holders of a plurality of the shares of stock present virtually or represented by Proxy and entitled to vote at the Annual Meeting will be required to approve, on an advisory basis, of the frequency of an advisory vote on executive compensation. This means that the option of one year, two years or three years that receives the highest number of votes casts by our stockholders at the Annual Meeting will be considered the non-binding, advisory vote of our stockholders.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR
THE APPROVAL, ON AN ADVISORY BASIS, OF THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION OF
“EVERY THREE YEARS”.**

AUDIT COMMITTEE REPORT

The information contained in the following Audit Committee Report shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that Soleno Therapeutics, Inc., or the Company, specifically incorporates it by reference in such filing.

The audit committee has reviewed and discussed the Company's audited consolidated financial statements with management and Marcum LLP ("Marcum"), the Company's independent registered public accounting firm. The audit committee has discussed with Marcum the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, issued by the Public Company Accounting Oversight Board.

The audit committee has received and reviewed the written disclosures and the letter from Marcum required by the applicable requirements of the Public Company Accounting Oversight Board regarding Marcum's communications with the audit committee concerning independence and has discussed with Marcum its independence.

Based on the review and discussions referred to above, the audit committee recommended to the Board of Directors that the Company's audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2020 for filing with the Securities and Exchange Commission.

Respectfully submitted by the members of the audit committee of the Board of Directors:

William G. Harris (Chair)
Andrew Sinclair
Birgitte Volck

EXECUTIVE OFFICERS

The following table identifies certain information about our executive officers as of April 1, 2021. Each executive officer serves at the discretion of our Board of Directors and holds office until his or her successor is duly elected and qualified or until his or her earlier resignation or removal. There are no family relationships among any of our directors or executive officers.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Executive Officers:		
Anish Bhatnagar, M.D.	53	President, Chief Executive Officer, Chief Operating Officer and Director
James Mackaness	57	Chief Financial Officer
Patricia Hirano	55	Vice President of Regulatory Affairs
Kristen Yen	52	Vice President of Clinical Operations

Executive Officers

Anish Bhatnagar, M.D. Dr. Bhatnagar was appointed as our Chief Executive Officer in February 2014. Prior to that, he served as our President and Chief Operating Officer. Dr. Bhatnagar joined the Company in 2006 and has held positions of increasing responsibility since then. Dr. Bhatnagar is a physician with over 15 years of experience in the medical device and biopharmaceutical industries. His experience spans development of biologics, drugs, drug-device combinations and diagnostic as well as therapeutic medical devices. His prior experience includes working at Coulter Pharmaceuticals, Inc. from 1998 to 2000 and Titan Pharmaceuticals, Inc. from 2000 to 2006. He is the author of several peer-reviewed publications, abstracts and book chapters. He obtained his medical degree at SMS Medical College in Jaipur, India and completed his Residency and Fellowship training in the U.S. at various institutions, including Georgetown University Hospital and the University of Pennsylvania.

We believe Dr. Bhatnagar is able to make valuable contributions as Chief Executive Officer of our Company as a result of his extensive knowledge of medical device and pharmaceutical company operations, and extensive experience working with companies, regulators and other stakeholders in the medical device and pharmaceutical industries.

James Mackaness. Mr. Mackaness joined the Company full time in November, 2020. From November 2019 until November 2020, Mr. Mackaness had been providing services on a consulting basis as a partner at FLG Partners, a leading Silicon Valley chief financial officer services and board advisory consultancy. Mr. Mackaness became a partner at FLG Partners in September 2019. Mr. Mackaness has over 20 years of experience as a chief financial officer. His experience spans pharmaceutical and medical device companies as well as high tech companies, both in the public and private sectors. Mr. Mackaness served as Chief Financial Officer for Invuity, Inc., from August 2015 through its sale to Stryker Corporation in October 2018 and left at the end of January 2019 after assisting with the successful integration. Prior to that, Mr. Mackaness was the Chief Financial Officer and Chief Operating Officer of IRIDEX Corporation until August 2015. And before that, he served as Chief Financial Officer of NextHop Technologies, Inc., a networking wireless technology company and Infogear Technologies Corporation an internet appliance technology company which was sold to Cisco Systems, Inc. Mr. Mackaness began his career at Ernst & Young LLP, with his last position being audit manager. He earned a B.A. with honors in Psychology from the University of Warwick, England and is a Chartered Accountant.

We believe Mr. Mackaness is able to make valuable contributions as Chief Financial Officer of our Company as a result of his extensive knowledge of companies operating in the public markets.

Patricia Hirano. Ms. Hirano has over 20 years of regulatory affairs in the biopharmaceutical industry. She joined the Company as Vice President, Regulatory Affairs in January, 2019. From April, 2017 through

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December, 2018, Ms. Hirano served as Head of Regulatory Affairs and Quality at the Company in a consulting capacity. Prior to this, she was an independent regulatory consultant since April, 2010, providing regulatory affairs, project management, and clinical operations expertise to biopharmaceutical and biosimilar companies. Her experience encompasses the development of pharmaceuticals, biologics, and drug-device combination products for the treatment of oncology, cardiovascular, neurology, pulmonary/allergy, and endocrine/metabolic diseases. Prior to 2010, she held various positions of increasing responsibility at the Company, Titan Pharmaceuticals, Inc., PRTM (now PWC), CV Therapeutics, Inc. (acquired by Gilead), and Matrix Pharmaceutical, Inc. (acquired by Chiron Corp). She has also been the coordinator of the Bay Area Compliance Discussion Group since 1998. She has been a Director at The Big C Society since April 2014. She earned a Bachelor's degree in physical education from the University of California, Berkeley, and Master of Public Health degree from San Jose State University.

We believe Ms. Hirano is able to make valuable contributions as an executive officer of our company as a result of her prior technical experience in our industry and related industries.

Kristen Yen, Ms. Yen has over 15 years of clinical research experience in the pharmaceutical and medical device industries. She joined the Company 2006, and currently serves as the head of Clinical Operations. Prior to joining the Company, she managed multiple U.S. and global clinical studies in oncology and held various positions of increasing responsibility at Titan Pharmaceuticals. She began her career in the industry as a clinical employee at PRA International. She has served as a team member and managed clinical studies in neonatology, neurology, pulmonary/allergy, cardiovascular disease, endocrine/metabolic disease, and oncology. She earned a Bachelor of Science degree in mathematics from the University of California, Davis, and a Master of Science degree in cell, molecular and neurosciences from the University of Hawaii, Manoa.

We believe Ms. Yen is able to make valuable contributions as an executive officer of our company as a result of her prior technical experience in our industry and related industries.

EXECUTIVE COMPENSATION

We have opted to comply with the executive compensation disclosure rules applicable to “smaller reporting companies,” as such term is defined in the rules promulgated under the Securities Act of 1933, as amended, which require compensation disclosure for our principal executive officer and the two most highly compensated executive officers other than our principal executive officer. Our named executive officers for the year ended December 31, 2020 are:

- Anish Bhatnagar, M.D., our Chief Executive Officer, President, Chief Operating Officer and director;
- James Mackaness, our Chief Financial Officer; and
- Patricia Hirano, our Vice President Regulatory Affairs.

Throughout this section, we refer to these three officers as our named executive officers.

2020 Summary Compensation Table

The Summary Compensation Table below sets forth information regarding the compensation awarded to or earned by our named executive officers during the years ended December 31, 2020 and 2019.

Name and Position	Year Ended December 31,	Salary	Bonus (1)	Stock Awards (2)	Option Awards (3)	Non-equity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Anish Bhatnagar	2020	\$504,000	\$252,000	\$1,466,850(4)	\$684,250(5)	—	—	—	\$2,907,100
Chief Executive Officer President, Chief Operating Officer and director	2019	\$470,000	\$ 82,250	—	\$269,839	—	—	—	\$ 822,089
Patricia Hirano	2020	\$300,000	\$ 75,000	\$ 448,525(4)	\$ 68,425(5)	—	—	—	\$ 891,950
Vice President, Regulatory Affairs	2019	\$260,208	\$ 24,500	\$ —	\$ 71,237	—	—	—	\$ 355,946
James Mackaness	2020	\$198,988(6)	\$ —	\$ 38,500(7)	\$472,980(8)	—	—	—	\$ 710,468
Chief Financial Officer									

- (1) Bonus awards for executives are accrued ratably throughout the year and are subject to review and approval by the Compensation Committee of the Board of Directors subsequent to the year in which they are earned and accrued.
- (2) The amounts in this column represent the aggregate grant date fair value of RSU awards granted during the years ended December 31, 2020 and 2019, as applicable, computed in accordance with FASB ASC Topic 718. The grant date fair value for the RSUs is estimated using the closing price of our Common Stock on the date of grant.
- (3) The amounts in this column reflect the aggregate grant date fair value of each option award granted during the fiscal years ended December 31, 2020 and 2019, as applicable, computed in accordance with FASB ASC Topic 718. The valuation assumptions used in determining such amounts are described in the Notes to our audited financial statements for the years ended December 31, 2020 and 2019.
- (4) The shares subject to the RSU grant vest 25% annually over a four-year period commencing on the first anniversary from the date of grant subject to the officer’s continued service to us through each vesting date.
- (5) The shares subject to the stock option vest over a four-year period as follows: 1/48th of the shares vest each month beginning on the Vesting Commencement Date, subject to the officer’s continued service to us through each vesting date.
- (6) Prior to joining the Company in November 2020, Mr. Mackaness provided services to the Company as a service provider of FLG Partners. For his services relating to the Company, FLG Partners paid Mr. Mackaness \$151,200. For the period from November 2020 until December 31, 2020, the Company paid Mr. Mackaness his regular salary totaling \$47,788.
- (7) The shares subject to the RSU grant vested 100% on the date of grant.
- (8) The shares subject to the stock option vest over a four-year period as follows: 25% of the shares vest immediately on the vesting commencement date and thereafter 1/48th of the remaining shares vest each month, subject to the officer’s continued service to the Company through each vesting date.

Employment Agreements

We have entered into employment agreements with our named executive officers. The agreements provide for “at-will” employment and set forth the terms and conditions of employment, including annual base salary, target bonus opportunity, equity compensation, severance benefits and eligibility to participate in our employee benefit plans and programs. In connection with their employment, Anish Bhatnagar, Patricia Hirano and James Mackaness were also required to execute our standard employment, confidential information, invention assignment and arbitration agreement. The material terms of these employment agreements are summarized below. These summaries are qualified in their entirety by reference to the actual text of the employment agreements, Dr. Bhatnagar’s and Dr. Bhatnagar’s employment agreement was filed as an exhibit to the Registration Statement on Form S-1 filed with the SEC on March 29, 2019, and the amendments to Ms. Hirano and Mr. Mackaness’ employment agreements were filed with the 8-K on January 13, 2021.

Agreement with Anish Bhatnagar

We entered into an employment agreement with Dr. Bhatnagar, dated May 15, 2015, pursuant to which Dr. Bhatnagar serves as our President and Chief Executive Officer. The agreement provides for “at-will” employment and sets forth certain agreed upon terms and conditions of employment. Dr. Bhatnagar’s current annual base salary is \$538,000 and he has an annual target bonus equal to 50% of his base salary.

Potential payments and benefits upon termination or change of control

Dr. Bhatnagar. Pursuant to Dr. Bhatnagar’s employment agreement, if Dr. Bhatnagar’s employment is terminated without “Cause” (as defined in Dr. Bhatnagar’s employment agreement) or resignation by the employee for “Good Reason” (as defined in Dr. Bhatnagar’s employment agreement), and subject to Dr. Bhatnagar signing and not revoking a separation agreement and release of claims, then Dr. Bhatnagar will be entitled to the following severance payments and benefits:

- If Dr. Bhatnagar’s termination or resignation occurs prior to six (6) months before a Change in Control (as defined in Dr. Bhatnagar’s employment agreement) of the Company: (i) continuing payments of severance pay at a rate equal to Dr. Bhatnagar’s base salary rate for fifteen (15) months from the date of such termination without Cause or resignation for Good Reason; (ii) if Dr. Bhatnagar elects continuation coverage pursuant to the Consolidated Budget Reconciliation Act of 1985 (“**COBRA**”), then the Company will reimburse Dr. Bhatnagar on the last day of each month for a period ending fifteen (15) months after Dr. Bhatnagar’s termination date for the COBRA premiums paid during such period for such coverage (at the coverage levels in effect immediately prior to Dr. Bhatnagar’s termination); and (iii) twenty-five percent (25%) of any unvested equity awards held by Dr. Bhatnagar as of the date of such termination without Cause or resignation for Good Reason shall immediately vest and become fully exercisable;
- If such termination or resignation occurs within six (6) months prior to, or twelve (12) months following, a Change in Control of the Company: (i) continuing payments of severance pay at a rate equal to Dr. Bhatnagar’s base salary rate for eighteen (18) months from the date of such termination without Cause or resignation for Good Reason; (ii) if Dr. Bhatnagar elects continuation coverage pursuant to COBRA, then the Company will reimburse Dr. Bhatnagar on the last day of each month for a period ending eighteen (18) months after Dr. Bhatnagar’s termination date for the COBRA premiums paid during such period for such coverage (at the coverage levels in effect immediately prior to Dr. Bhatnagar’s termination); (iii) a payment equal to one hundred fifty percent (150%) of the annual target bonus opportunity for the year in which Dr. Bhatnagar is terminated without Cause or resigns for Good Reason; and (iv) one hundred percent (100%) of any unvested equity awards held by Dr. Bhatnagar as of the date of such termination without Cause or resignation for Good Reason shall immediately vest and become fully exercisable; and

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- If Dr. Bhatnagar is terminated without Cause or resigns for Good Reason during the term of Dr. Bhatnagar's employment agreement, then Dr. Bhatnagar's shall have one year following such termination without Cause or resignation for Good Reason to exercise any then vested options.

Agreement with Patricia Hirano

We entered into an employment agreement with Ms. Hirano, dated January 1, 2019, pursuant to which Ms. Hirano serves as our Vice President, Regulatory Affairs. The agreement provides for "at-will" employment and sets forth certain agreed upon terms and conditions of employment. Ms. Hirano's current annual base salary is \$315,000 and she has an annual target bonus equal to 30% of her base salary.

Potential payments and benefits upon termination or change of control

Ms. Hirano. Pursuant to Ms. Hirano's employment agreement, if Ms. Hirano's employment is terminated without "Cause" (as defined in Ms. Hirano's employment agreement) or resignation by the employee for "Good Reason" (as defined in Ms. Hirano's employment agreement), and subject to Ms. Hirano signing and not revoking a separation agreement and release of claims, then Ms. Hirano will be entitled to the following severance payments and benefits:

- If Ms. Hirano's termination or resignation occurs prior to three (3) months before a Change in Control (as defined in Ms. Hirano's employment agreement) of the Company: (i) continuing payments of severance pay at a rate equal to Ms. Hirano's base salary rate for six (6) months from the date of such termination without Cause or resignation for Good Reason; (ii) if Ms. Hirano elects continuation coverage pursuant to the COBRA, then the Company will reimburse Ms. Hirano on the last day of each month for a period ending six (6) months after Ms. Hirano's termination date for the COBRA premiums paid during such period for such coverage (at the coverage levels in effect immediately prior to Ms. Hirano's termination);
- If such termination or resignation occurs within three (3) months prior to, or six (6) months following, a Change in Control of the Company: (i) continuing payments of severance pay at a rate equal to Ms. Hirano's base salary rate for six (6) months from the date of such termination without Cause or resignation for Good Reason; (ii) Ms. Hirano elects continuation coverage pursuant to COBRA, then the Company will reimburse Ms. Hirano on the last day of each month for a period ending six (6) months after Ms. Hirano's termination date for the COBRA premiums paid during such period for such coverage (at the coverage levels in effect immediately prior to Ms. Hirano's termination); (iii) a payment equal to fifty percent (50%) of the annual target bonus opportunity for the year in which Ms. Hirano is terminated without Cause or resigns for Good Reason; and (iv) one hundred percent (100%) of any unvested equity awards held by Ms. Hirano as of the date of such termination without Cause or resignation for Good Reason shall immediately vest and become fully exercisable.

Agreement with James Mackaness

We entered into an employment agreement with Mr. Mackaness, dated November 11, 2020, pursuant to which Mr. Mackaness serves as our Chief Financial Officer. The agreement provides for "at-will" employment and sets forth certain agreed upon terms and conditions of employment. Mr. Mackaness's current annual base salary is \$350,000 and he has an annual target bonus equal to 40% of his base salary.

Potential payments and benefits upon termination or change of control

Mr. Mackaness. Pursuant to Mr. Mackaness's employment agreement, if Mr. Mackaness's employment is terminated without "Cause" (as defined in Mr. Mackaness's employment agreement) or resignation by the employee for "Good Reason" (as defined in Mr. Mackaness's employment agreement), and subject to Mr. Mackaness signing and not revoking a separation agreement and release of claims, then Mr. Mackaness will be entitled to the following severance payments and benefits:

- If Mr. Mackaness's termination or resignation occurs prior to three (3) months before a Change in Control (as defined in Mr. Mackaness's employment agreement) of the Company: (i) continuing

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payments of severance pay at a rate equal to Mr. Mackaness's base salary rate for nine (9) months from the date of such termination without Cause or resignation for Good Reason; (ii) if Mr. Mackaness elects continuation coverage pursuant to the COBRA, then the Company will reimburse Mr. Mackaness on the last day of each month for a period ending nine (9) months after Mr. Mackaness's termination date for the COBRA premiums paid during such period for such coverage (at the coverage levels in effect immediately prior to Mr. Mackaness's termination);

- If such termination or resignation occurs within three (3) months prior to, or six (6) months following, a Change in Control of the Company: (i) continuing payments of severance pay at a rate equal to Mr. Mackaness's base salary rate for twelve (12) months from the date of such termination without Cause or resignation for Good Reason; (ii) if Mr. Mackaness elects continuation coverage pursuant to COBRA, then the Company will reimburse Mr. Mackaness on the last day of each month for a period ending twelve (12) months after Mr. Mackaness's termination date for the COBRA premiums paid during such period for such coverage (at the coverage levels in effect immediately prior to Mr. Mackaness's termination); (iii) a payment equal to fifty percent (50%) of the annual target bonus opportunity for the year in which Mr. Mackaness is terminated without Cause or resigns for Good Reason; and (iv) one hundred percent (100%) of any unvested equity awards held by Mr. Mackaness as of the date of such termination without Cause or resignation for Good Reason shall immediately vest and become fully exercisable.

Outstanding Equity Awards at December 31, 2020

The following table provides information regarding outstanding equity awards held by our named executive officers as of December 31, 2020.

Name	Grant Date	Number of Securities Underlying Unexercised Options		Option Exercise Price	Option Expiration Date
		Exercisable	Unexercisable		
Anish Bhatnagar	11/12/2014	86,050 (1)	—	\$ 35.70	11/12/2024
	1/11/2015	43,025 (1)	—	\$ 9.00	1/11/2025
	5/15/2015	30,000 (1)	—	\$ 23.30	5/15/2025
	1/10/2016	60,000 (1)	—	\$ 8.05	1/10/2026
	6/8/2016	60,235 (1)	—	\$ 6.00	6/8/2026
	4/19/2017	315,738 (3)	21,050	\$ 2.95	4/19/2027
	2/7/2018	283,333 (2)	116,667	\$ 1.60	2/7/2028
	1/24/2019	119,791 (2)	130,209	\$ 1.67	1/24/2029
5/18/2020	51,041 (2)	298,959	\$ 3.41	5/18/2030	
Patricia Hirano	4/19/2017	3,666 (3)	344	\$ 2.95	4/19/2027
	2/7/2018	63,750 (2)	26,250	\$ 1.60	2/7/2028
	1/24/2019	31,625 (2)	34,375	\$ 1.67	1/24/2029
	1/23/2020	5,104 (2)	29,896	\$ 3.41	1/23/2030
James Mackaness	11/16/2020	— (3)	300,000	\$ 2.05	11/16/2030

- (1) The options listed are fully vested and may be exercised in full.
- (2) The shares subject to the stock option vest over a four-year period as follows: 1/48th of the shares vest each month beginning on the vesting commencement date, subject to the officer's continued service to the Company through each vesting date.
- (3) The shares subject to the stock option vest over a four-year period as follows: 25% of the shares vest immediately on the vesting commencement date and thereafter 1/48th of the remaining shares vest each month, subject to the officer's continued service to the Company through each vesting date.

COMPENSATION COMMITTEE REPORT

The information contained in the following Compensation Committee Report shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference in such filing.

The compensation committee has reviewed and discussed the foregoing “Executive Compensation” section of this proxy statement with management. Based on this review and discussion, the compensation committee recommended to our Board of Directors that such information be included in this proxy statement.

Respectfully submitted by the members of the compensation committee of the Board of Directors:

Ernest Mario (Chair)
William G. Harris
Gwen Melincoff

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our Common Stock at April 1, 2021, for:

- each of our directors;
- each of our named executive officers;
- all of our current directors and executive officers as a group; and
- each person, or group of affiliated persons, who beneficially owned more than 5% of our Common Stock.

We have determined beneficial ownership in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Except as indicated by the footnotes below, we believe, based on information furnished to us, that the persons and entities named in the table below have sole voting and sole investment power with respect to all shares of our Common Stock that they beneficially owned, subject to applicable community property laws.

Applicable percentage ownership is based on 79,723,680 shares of our Common Stock outstanding as of April 1, 2021. We have deemed shares of our common stock subject to stock options that are currently exercisable or exercisable within 60 days of April 1, 2021 to be outstanding and to be beneficially owned by the person holding the stock option or warrant for the purpose of computing the percentage ownership of that person. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated below, the address of each beneficial owner listed in the table below is care of Soleno Therapeutics, Inc., 203 Redwood Shores Parkway, Suite 500, Redwood City, California, 94065.

<u>Name of Beneficial Owner</u>	<u>Shares Beneficially Owned</u>	
	<u>Number of Shares</u>	<u>%</u>
5% Stockholders		
Entities Associated with Jack W. Schuler (1)	16,802,014	21.08%
Abingworth Bioventures VII LP (2)	10,536,065	13.18%
Entities Associated with Nantahala Capital Management, LLC (3)	7,871,356	9.87%
Entities Associated with Suvretta Capital Management (4)	5,758,200	7.22%
Named Executive Officers and Directors:		
Andrew Sinclair (2)(5)	10,610,035	13.26%
Ernest Mario (6)	1,746,603	2.19%
Anish Bhatnagar (7)	1,429,191	1.76%
Kristen Yen (8)	199,488	*
Patricia Hirano (9)	176,291	*
William G. Harris (10)	166,731	*
Gwen Melincoff (11)	82,303	*
Birgitte Volck (12)	87,188	*
James Mackaness (13)	16,060	*
All current directors and executive officers as a group (9 Persons) (14)	14,513,890	17.70%

- * Represents beneficial ownership of less than one percent (1%).
- (1) Based solely on information provided in Amendment No. 3 to Schedule 13D/A, filed with the SEC on July 17, 2020 by Jack W. Schuler Living Trust (Schuler Trust) and Schuler Family Foundation (Schuler Foundation) (Schuler Trust, together with Schuler Foundation, the Schuler Reporting Persons). The Schuler Reporting Persons reported that Schuler Trust beneficially owns and has shared dispositive power with respect to 12,644,972 shares of our common stock and Schuler Foundation beneficially owns and has shared dispositive power with respect to 4,157,042 shares of our common stock. Jack W. Schuler serves as sole trustee to the Schuler Trust, and as President of the Schuler Foundation, and may be deemed to beneficially own the shares held by each of the Schuler Trust and Schuler Foundation. Such beneficial ownership includes warrants held by Schuler Trust, which are exercisable for 1,276,110 shares of our common stock. The principal business address for entities associated with Jack W. Schuler is 100 N. Field Drive, Suite 360, Lake Forest, IL 60045.
- (2) Based solely on information provided in Amendment No. 1 to Schedule 13D/A, filed with the SEC on July 6, 2020 by Abingworth LLP (Abingworth) and Abingworth Bioventures VII, LP (Abingworth Bioventures) (Abingworth, together with Abingworth Bioventures, the Abingworth Reporting Persons). The Abingworth Reporting Persons reported that Abingworth beneficially owns and has shared dispositive power with respect to 10,544,399 shares of our common stock and Abingworth Bioventures beneficially owns and has shared dispositive power with respect to 10,544,399 shares of our common stock. 10,302,602 shares of common stock are held by Abingworth Bioventures and 233,463 shares of common stock are issuable upon exercise of a warrant held by Abingworth Bioventures, and an option for 73,970 shares of common stock are held by Dr. Andrew Sinclair. Under an agreement between Dr. Sinclair and Abingworth, Dr. Sinclair is deemed to hold the option and any common stock issuable upon exercise of the option for the benefit of Abingworth Bioventures. Dr. Sinclair is a Partner and Portfolio Manager of Abingworth and has shared voting power over the shares of common stock beneficially owned by Abingworth. The principal address for Abingworth is Princes House, 38 Jermyn Street, London, England, SQ1Y 6DN.
- (3) Based solely on information provided in Amendment No. 1 to Schedule 13G, filed with the SEC on February 12, 2021 by Nantahala Capital Management, LLC (Nantahala Capital), Wilmot B. Harkey and Daniel Mack (Nantahala Capital, together with Mr. Harkey and Mr. Mack, the Nantahala Reporting Persons). The Nantahala Reporting Persons reported that Nantahala Capital beneficially owns and has shared dispositive power with respect to 7,871,356 shares of our common stock, Mr. Harkey beneficially owns and has shared dispositive power with respect to 7,871,356 shares of our common stock and Mr. Mack beneficially owns and has shared dispositive power with respect to 7,871,356 shares of our common stock. The principal business address for Nantahala Capital is 130 Main St, 2nd Floor, New Canaan, CT 06840.
- (4) Based solely on information provided in Schedule 13G, filed with the SEC on November 9, 2020 by Suvretta Capital Management, LLC (Suvretta Capital), Averill Master Fund, Ltd. (“Averill Fund”) and Aaron Cowen (Suvretta Capital, together with Averill Fund and Mr. Cowen, the Suvretta Reporting Persons). The Suvretta Reporting Persons reported that Suvretta Capital beneficially owns and has shared dispositive power with respect to 5,758,200 shares of our common stock, Averill Fund beneficially owns and has shared dispositive power with respect to 5,758,200 shares of our common stock and Mr. Cowen beneficially owns and has shared dispositive power with respect to 5,758,200 shares of our common stock. The principal business address for Suvretta Capital is 540 Madison Avenue, 7th Floor, New York, New York 10022.
- (5) Represents 10,302,602 shares of common stock held by Dr. Sinclair, consisting of (i) the shares and warrants held by Abingworth Bioventures VII LP as set forth above in footnote 3 and (ii) 73,970 shares of common stock subject to outstanding options that are vested and exercisable within 60 days of April 1, 2021. A Form 4 filed on July 6, 2020 reports voting and dispositive power over these shares. Dr. Sinclair disclaims beneficial ownership in all shares held by Abingworth except to the extent of his pecuniary interest therein.

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- (6) Represents 1,746,603 shares of common stock held by Dr. Mario, consisting of (i) 1,311,402 shares of outstanding common stock, (ii) 105,616 shares of common stock subject to outstanding options that are vested and exercisable within sixty days of April 1, 2020, (iii) 18,302 shares of common stock issuable upon the exercise of warrants; and (iv) 311,283 outstanding shares of common stock held by Martha Mario Nonelective Trust.
- (7) Represents 1,429,191 shares of common stock held by Dr. Bhatnagar, consisting of (i) 123,510 outstanding shares of Common Stock and (ii) 1,305,681 shares of common stock subject to outstanding options that are vested and exercisable within sixty days of April 1, 2020.
- (8) Represents 199,488 shares of common stock held by Ms. Yen, consisting of (i) 24,867 outstanding shares of common stock and (ii) 174,621 shares of common stock subject to outstanding options that are vested and exercisable within sixty days of April 1, 2020.
- (9) Represents 176,291 shares of common stock held by Ms. Hirano, consisting of (i) 31,729 outstanding shares of common stock and (ii) 144,562 shares of common stock subject to outstanding options that are vested and exercisable within sixty days of April 1, 2020.
- (10) Represents 166,731 shares of common stock held by Mr. Harris, consisting of (i) 71,069 outstanding shares of common stock and (ii) 95,662 shares of common stock subject to outstanding options that are vested and exercisable within sixty days of April 1, 2020.
- (11) Represents 82,303 shares of common stock held by Ms. Melincoff, consisting of (i) 10,000 outstanding shares of common stock and (ii) 72,303 shares of common stock subject to outstanding options that are vested and exercisable within sixty days of April 1, 2020.
- (12) Represents 87,188 shares of common stock held by Dr. Volck, consisting of (i) 28,075 outstanding shares of common stock and (ii) 59,113 shares of common stock subject to outstanding options that are vested and exercisable within sixty days of April 1, 2020.
- (13) Represents 16,060 outstanding shares of common stock held by Mr. Mackaness.
- (14) Represents (i) 12,230,597 shares of common stock beneficially owned by our current executive officers and directors and (ii) 2,283,293 shares of common stock are attributable to options and warrants currently exercisable or exercisable within 60 days of April 1, 2020.

EQUITY COMPENSATION PLAN INFORMATION

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding stock options, warrants and rights</u> (a)	<u>Weighted-average exercise price of outstanding options, warrants and rights</u> (b)	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a))</u> (c)
Equity compensation plans approved by security holders	3,418,739	\$ 4.12	2,932,229

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We describe below transactions and series of similar transactions that we were or will be a party to in which (i) an executive officer, director, nominee for election as a director, beneficial owner of more than 5% of any class of our Common Stock or any member of the immediate family of any of the foregoing persons is a party and (ii) the amount involved exceeds \$120,000.

Other than as described below, there has not been, nor is there any currently proposed, transactions or series of similar transactions to which we have been or will be a party.

2020 Public Offering of Common Stock

On June 26, 2020, we closed an underwritten public offering (Public Offering) of 34,848,484 shares of its common stock at a public offering price of \$1.65 per share, for an aggregate gross proceeds of approximately \$57,500,000.

Jack Schuler, a beneficial owner of more than 5% of our Common Stock, purchased 9,090,909 shares of Common Stock in the Public Offering (approximately 26.1% of the shares of Common Stock issued in the Public Offering) for an aggregate investment of approximately \$15.0 million.

Mr. Sinclair, a member of our Board of Directors, is an affiliate of Abingworth Bioventures VII L.P., which purchased 3,333,330 shares of Common Stock in the Public Offering (approximately 9.6% of the shares of Common Stock issued in the Public Offering) for an aggregate investment of approximately \$5.5 million.

Dr. Mario, a member of our Board of Directors, purchased 151,515 shares of Common Stock, and Mario Family Partners LP, an entity affiliated with Dr. Mario, purchased 151,515 shares of Common Stock in the Public Offering (approximately 0.9% of the shares of Common Stock issued in the Public Offering) for an aggregate investment of approximately \$0.5 million.

2018 Private Placement Common Stock Financing

On December 19, 2018, we entered into a Securities Purchase Agreement (Unit Purchase Agreement) with certain purchasers pursuant to which we sold and issued 10,272,375 immediately separable units at a price per unit of \$1.60625 for aggregate gross proceeds of approximately \$16,500,000. Each unit consisted of one share of our Common Stock and a warrant to purchase 0.05 of a share of our Common Stock at an exercise price of \$2.00 per share, for an aggregate of 10,272,375 shares of our Common Stock and corresponding warrants to purchase 513,617 shares of our Common Stock, referred to collectively as the 2018 Resale Shares. We also granted certain registration rights to the purchasers pursuant to the Unit Purchase Agreement pursuant to which, among other things, we filed a registration statement with the SEC to register for resale the 2018 Resale Shares in March 2019.

Mr. Sinclair, a member of our Board of Directors, is an affiliate of Abingworth Bioventures VII L.P., which purchased an aggregate of 4,669,272 shares of Common Stock in the 2018 PIPE Offering (approximately 45.5% of the shares of Common Stock issued in the 2018 PIPE Offering) and warrants to purchase an aggregate of 233,463 shares of Common Stock (approximately 45.5% of the warrants issued in the 2018 PIPE Offering for an aggregate investment of approximately \$7.5 million).

Equity Awards to Executive Officers and Directors

We have granted, and we anticipate we will in the future grant, stock options and other equity awards to our named executive officers, other executive officers and certain of our directors. See the sections entitled “Board of Directors and Corporate Governance — Non-Employee Director Compensation” and “Executive Compensation.”

Indemnification Agreements

We have also entered into indemnification agreements with our directors and certain of our executive officers. The indemnification agreements and our certificate of incorporation and bylaws require us to indemnify our directors and officers to the fullest extent permitted by Delaware law.

Employment Agreements

We have entered into employment agreements with certain of our executive officers and directors related to their hiring or separation. See the section titled “Executive Compensation — Employment Agreements.”

Policies and Procedures for Related Party Transactions

We have adopted a policy that our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of any class of our Common Stock and any members of the immediate family of any of the foregoing persons are not permitted to enter into a related person transaction with us without the prior consent of our audit committee. Any request for the Company to enter into a transaction with an executive officer, director, nominee for election as a director, beneficial owner of more than 5% of any class of our Common Stock or any member of the immediate family of any of the foregoing persons in which the amount involved exceeds \$120,000 and such person would have a direct or indirect interest must first be presented to our audit committee for review, consideration and approval. In approving or rejecting any such proposal, our audit committee is to consider the material facts of the transaction, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person’s interest in the transaction.

OTHER MATTERS**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires that our executive officers and directors, and persons who own more than 10 percent of our Common Stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10 percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify in this proxy statement anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received and written representations of our executive officers, directors and 10% stockholders, we believe that during our fiscal year ended December 31, 2020, all Section 16(a) filing requirements were satisfied on a timely basis, with the exception of the following reports.

<u>Name</u>	<u>Transaction Date</u>	<u>Filing Date</u>
Abingworth LLP	6/26/2020	7/6/2020
Sinclair Andrew	6/26/2020	7/6/2020
Schuler Jack W	3/21/2019	6/26/2020
	3/22/2019	6/26/2020
	3/25/2019	6/26/2020
	3/26/2019	6/26/2020
	3/28/2019	6/26/2020
	3/29/2019	6/26/2020
	4/1/2019	6/26/2020
	4/2/2019	6/26/2020
	4/3/2019	6/26/2020
	4/4/2019	6/26/2020
	4/5/2019	6/26/2020
	4/8/2019	6/26/2020
	4/12/2019	6/26/2020
	4/15/2019	6/26/2020
	5/16/2019	6/26/2020
	4/17/2019	6/26/2020
	4/18/2019	6/26/2020
	4/22/2019	6/26/2020
	4/23/2019	6/26/2020
	4/25/2019	6/26/2020
	4/26/2019	6/26/2020
	5/1/2019	6/26/2020
	5/2/2019	6/26/2020
	5/7/2019	6/26/2020
	5/9/2019	6/26/2020
	5/10/2019	6/26/2020
	5/13/2019	6/26/2020
	5/20/2019	6/26/2020
	10/25/2019	6/26/2020

Available Information

Our financial statements for our fiscal year ended December 31, 2020 are included in our Annual Report on Form 10-K. This proxy statement and our Annual Report on Form 10-K are posted on the Investor Relations section of our website at www.soleno.life and are available from the SEC at its website at www.sec.gov.

Company Website

We maintain a website at *www.soleno.life*. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement, and references to our website address in this proxy statement are inactive textual references only.

* * *

The Board of Directors does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named on the enclosed proxy card will have discretion to vote the shares of Common Stock they represent in accordance with their own judgment on such matters.

It is important that your shares of Common Stock be represented at the Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote over the Internet or by telephone as instructed on the enclosed proxy card or execute and return, at your earliest convenience, the enclosed proxy card in the envelope that has also been provided.

THE BOARD OF DIRECTORS

Redwood City, California
April 21, 2021

Important Notice of Availability of Proxy Materials for the Stockholder Meeting of
SOLENO THERAPEUTICS, INC.

To Be Held On:

June 1, 2021 at 8:00 a.m. PDT

virtually at <https://zoom.us/j/97884169928?pwd=aXliNWhkOEFPTVI1anJlODFRKzZ5Zz09>

Meeting ID: 978 8416 9928 - Passcode: 023650

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 05/18/21.

Please visit <http://www.astproxyportal.com/ast/21758/>, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report on Form 10-K

TO REQUEST MATERIAL: TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)

E-MAIL: info@astfinancial.com

WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

TO VOTE:



ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

VIRTUALLY AT THE MEETING: You may vote your shares by attending the virtual Annual Meeting.

TELEPHONE: To vote by telephone, please visit www.voteproxy.com to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

1. To elect two Class I directors to serve until the 2024 Annual Meeting of stockholders or until their respective successors are duly elected and qualified:

NOMINEES:

Gwen Melincoff
Andrew Sinclair

2. To ratify the appointment of Marcum LLP as Soleno Therapeutics, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2021.

3. To approve, on an advisory basis, executive compensation.

4. To approve, on an advisory basis, the frequency of advisory votes on executive compensation.

5. Transact any other business as may properly come before the meeting or any postponement or adjournment thereof.

THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE "FOR" ALL THE NOMINEES LISTED IN PROPOSAL 1, "FOR" PROPOSALS 2 AND 3, AND FOR EVERY "3 YEARS" IN PROPOSAL 4.

Please note that you cannot use this notice to vote by mail.

ANNUAL MEETING OF STOCKHOLDERS OF SOLENO THERAPEUTICS, INC.

June 1, 2021

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:
The Notice of Meeting, proxy statement and proxy card are available at <http://www.astproxyportal.com/ast/21758/>

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE "FOR" ALL THE NOMINEES LISTED IN PROPOSAL 1, "FOR" PROPOSALS 2 AND 3, AND FOR EVERY "3 YEARS" IN PROPOSAL 4. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. To elect two Class I directors to serve until the 2024 Annual Meeting of stockholders or until their respective successors are duly elected and qualified:

- FOR ALL NOMINEES
- WITHHOLD AUTHORITY FOR ALL NOMINEES
- FOR ALL EXCEPT (See instructions below)

NOMINEES:

- Gwen Melincoff
- Andrew Sinclair

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

2. To ratify the appointment of Marcum LLP as Soleno Therapeutics, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2021. FOR AGAINST ABSTAIN

3. To approve, on an advisory basis, executive compensation. FOR AGAINST ABSTAIN

4. To approve, on an advisory basis, the frequency of advisory votes on executive compensation. 3 years 2 years 1 year ABSTAIN

5. Transact any other business as may properly come before the meeting or any postponement or adjournment thereof.

MARK "X" HERE IF YOU PLAN TO ATTEND THE VIRTUAL MEETING.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder _____ Date: _____ Signature of Stockholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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SOLENO THERAPEUTICS, INC.
THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS OF SOLENO THERAPEUTICS, INC.

The undersigned hereby appoints Anish Bhatnagar as proxy and attorney-in-fact of the undersigned, with the power of substitution, and hereby authorizes him to represent and vote all shares of common stock of Soleno Therapeutics, Inc. (the "Company") standing in the name of the undersigned on April 12, 2021, with all powers which the undersigned would possess if present at the 2021 Annual Meeting of Stockholders of the Company to be held on June 1, 2021 or at any adjournment or postponement thereof. Receipt of the Notice of the 2021 Annual Meeting of Stockholders and Proxy Statement and the 2020 Annual Report is hereby acknowledged.

Virtual Meeting will be at 8:00 a.m. PDT on Tuesday, June 01, 2021.

The Virtual link for the meeting is <https://zoom.us/j/97884169928?pwd=aXIINWhkOEFPTVI1anJlODFRKzZ5Zz09>

Meeting ID: 978 8416 9928

Passcode: 023650

(Continued and to be signed on the reverse side)

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ANNUAL MEETING OF STOCKHOLDERS OF SOLENO THERAPEUTICS, INC.

June 1, 2021

PROXY VOTING INSTRUCTIONS

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

VIRTUALLY AT THE MEETING - You may vote your shares by attending the virtual Annual Meeting and be sure to have your control number available.

COMPANY NUMBER	
ACCOUNT NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:
The Notice of Meeting, proxy statement and proxy card are available at <http://www.astproxyportal.com/ast/21758/>

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE "FOR" ALL THE NOMINEES LISTED IN PROPOSAL 1, "FOR" PROPOSALS 2 AND 3, AND FOR EVERY "3 YEARS" IN PROPOSAL 4.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. To elect two Class I directors to serve until the 2024 Annual Meeting of stockholders or until their respective successors are duly elected and qualified:

- NOMINEES:**
- FOR ALL NOMINEES
 - WITHHOLD AUTHORITY FOR ALL NOMINEES
 - FOR ALL EXCEPT (See instructions below)
- Gwen Melincoff
 Andrew Sinclair

2. To ratify the appointment of Marcum LLP as Soleno Therapeutics, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2021. FOR AGAINST ABSTAIN

3. To approve, on an advisory basis, executive compensation. FOR AGAINST ABSTAIN

4. To approve, on an advisory basis, the frequency of advisory votes on executive compensation. 3 years 2 years 1 year ABSTAIN

5. Transact any other business as may properly come before the meeting or any postponement or adjournment thereof.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

MARK "X" HERE IF YOU PLAN TO ATTEND THE VIRTUAL MEETING.

Signature of Stockholder Date: Signature of Stockholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.