

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CAPNIA, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3845
(Primary Standard Industrial
Classification Code Number)

77-0523891
(I.R.S. Employer
Identification Number)

3 Twin Dolphin Drive, Suite 160
Redwood City, CA 94065
(650) 213-8444

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Anish Bhatnagar
Chief Executive Officer
Capnia, Inc.
3 Twin Dolphin Drive, Suite 160
Redwood City, CA 94065
(650) 213-8444

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael J. Danaher, Esq.
Elton Satusky, Esq.
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300

Mitchell S. Nussbaum, Esq.
Angela M. Dowd, Esq.
Loeb & Loeb LLP
345 Park Avenue
New York, NY 10154
(212) 407-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box:
If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-196635

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽²⁾	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee ⁽⁷⁾
Units, each consisting of one share of common stock, \$0.001 par value per share, one Series A warrant to purchase one share of common stock, and one Series B warrant to purchase one share of common stock ⁽¹⁾⁽²⁾	115,000	\$ 6.50	\$ 747,500	\$ 86.86
Common stock included in the units ⁽²⁾⁽³⁾⁽⁴⁾	115,000			
Series A warrants included in the units ⁽²⁾⁽³⁾	115,000			
Series B warrants included in the units ⁽²⁾⁽³⁾	115,000			

Shares of common stock underlying the Series A and Series B warrants included in the units(2)(4)(5)	230,000	\$	6.50	\$	1,495,000	\$	173.72
Underwriters' common stock purchase warrants(6)	5,750						
Common stock underlying Underwriters' common stock purchase warrants(3)	5,750	\$	7.14	\$	41,055	\$	4.78
Total	350,750			\$	2,283,555	\$	265.36

(1) The units will consist of one share of common stock, one Series A warrant to purchase one share of common stock, and one Series B warrant to purchase one share of common stock.

(2) Includes the aggregate offering price of an additional 15,000 units the underwriters have the option to purchase in this offering to cover over-allotments, if necessary. Represents only the additional number of shares being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-196635).

(3) No fee required pursuant to Rule 457(g) under the Securities Act of 1933, as amended. The Series B warrants will not be listed.

(4) Pursuant to Rule 416 under the Securities Act of 1933, as amended, the securities being registered hereunder include such indeterminate number of additional shares of common stock as may be issued after the date hereof as a result of stock splits, stock dividends, anti-dilution provisions or similar transactions.

(5) We have calculated the proposed maximum aggregate offering price of the common stock underlying the warrants by assuming that such warrants are exercisable to purchase common stock at a price per share equal to \$6.50.

(6) Represents warrants to purchase a number of shares of common stock equal to 5% of the units to be sold in this offering, including those that may be sold pursuant to the exercise of the over-allotment option and assuming a per share exercise price equal to 110% of the price per share of the common stock underlying each unit sold in this offering.

(7) Estimated pursuant to Rule 457(a) under the Securities Act of 1933, as amended. The Registrant previously registered units at an aggregate offering price not to exceed \$11,586,250 on a Registration Statement on Form S-1 (File No. 333-196635), which was declared effective by the Securities and Exchange Commission on November 12, 2014. In accordance with Rule 462(b) under the Securities Act, an additional amount of units having a proposed maximum aggregate offering price of \$747,500 is hereby registered, which includes shares of common stock and/or Series A warrants and/or Series B warrants issuable upon the exercise of the underwriters' over-allotment option, if necessary.

This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Capnia, Inc. is filing this registration statement with the Securities and Exchange Commission, or SEC. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-196635), which we originally filed on June 10, 2014, as amended, or the Registration Statement, and which the SEC declared effective on November 12, 2014.

We are filing this registration statement for the purpose of (i) increasing the number of units to be registered for issuance and sale by 115,000 units and (ii) increasing the number of warrants to purchase shares of our common stock issued to the underwriters by 5,750 warrants, which represents five percent of the 115,000 additional units. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement. The information set forth in the Registration Statement is incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Redwood City, California, on the 12th day of November 2014.

CAPNIA, INC.

By: /s/ Anish Bhatnagar
Anish Bhatnagar
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Anish Bhatnagar</u> Anish Bhatnagar	President, Chief Executive Officer and Director (Principal Executive Officer)	November 12, 2014
<u>/s/ David D. O'Toole</u> David D. O'Toole	Chief Financial Officer (Principal Accounting and Financial Officer)	November 12, 2014
<u>*</u> Ernest Mario	Chief Technology Officer and Director	November 12, 2014
<u>*</u> Edgar G. Engleman	Director	November 12, 2014
<u>*</u> Steinar J. Engelsen	Director	November 12, 2014
<u>*</u> Stephen Kimon	Director	November 12, 2014
<u>*</u> William James Alexander	Director	November 12, 2014
<u>*</u> William G. Harris	Director	November 12, 2014

*By: /s/ Anish Bhatnagar
Anish Bhatnagar
Attorney-in-fact

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Marcum LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to the Registration Statement on Form S-1 (File No. 333-196635) filed June 10, 2014, as amended).

November 12, 2014

Capnia, Inc.
 3 Twin Dolphin Drive, Suite 160
 Redwood City, CA 94065

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1, as amended (the "Registration Statement"), filed by Capnia, Inc. (the "Company") with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 100,000 units (the "Firm Units") of the Company's securities, and, at the election of the Representative, the equivalent of up to 15,000 additional units (the "Option Units") of the Company's securities (the Firm Units and the Option Units that the Underwriters elect to purchase are herein collectively called the "Units"). Each Unit consists of one share of the Company's common stock, par value \$0.001 per share (the "Common Stock"), one series A warrant (each, a "Series A Warrant" and, collectively, the "Series A Warrants") and one series B warrant (each, a "Series B Warrant" and, collectively, the "Series B Warrants" and together with the Series A Warrants, each a "Warrant" and collectively the "Warrants"). Each Option Unit shall not be sold to the underwriters as a unit, but shall instead be sold in its separate components, in whole or in part, which are one share of Common Stock (each, an "Option Share" and, collectively, the "Option Shares"), one Series A Warrant, and one Series B Warrant (collectively, and together with the Series A Warrants subject to the underwriters' over-allotment option, the "Option Warrants"). Each Series A Warrant entitles the holder to purchase one share of Common Stock and each Series B Warrant entitles the holder to purchase one share of Common Stock. The Units, the shares of Common Stock underlying the Units (the "Shares"), the Series A Warrants, the Series B Warrants, and the shares of Common Stock issuable upon exercise of the Series A Warrants and the Series B Warrants (the "Warrant Shares") are hereinafter referred to collectively as the "Securities." The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-196635) (the "Prior Registration Statement"), which was declared effective on November 12, 2014, including the prospectus which forms part of the Registration Statement. We understand that the Units are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form to be filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company and the several underwriters (the "Underwriting Agreement").

We are acting as counsel for the Company in connection with the sale of the Units and the registration of the Securities by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

Based on the foregoing and in reliance thereon and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that:

- (i) the Securities have been duly authorized for issuance by all necessary corporate action by the Company;
- (ii) the Units, including the Option Units, and the shares of Common Stock underlying such Units, when issued and sold by the Company in accordance with and in the manner described in the Prior Registration Statement, will be validly issued, fully paid and non-assessable;
- (iii) each Warrant, including the Option Warrants, when issued and sold by the Company in accordance with the Underwriting Agreement, will be validly issued and will constitute a valid and binding agreement of the Company enforceable against the Company in accordance with its terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally and equitable principles of general applicability;
- (iv) the Warrant Shares (including the Warrant Shares underlying the Option Warrants), when issued and sold by the Company in accordance with the Warrants, will be validly issued, fully paid and non-assessable;
- (v) the Representative's Warrant, when issued and sold by the Company in accordance with the Underwriting Agreement, will be validly issued and will constitute a valid and binding agreement of the Company enforceable against the Company in accordance with its terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally and equitable principles of general applicability; and
- (vi) the Representative's Warrant Shares, when issued and sold by the Company in accordance with the Representative's Warrant, will be validly issued, fully paid, and non-assessable.

We are members of the Bar of the State of New York and this opinion is limited solely to the federal laws of the United States of America, the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws), and, as to the Warrants constituting valid and legally binding obligations of the Company, solely to the laws of the State of New York.

November 12, 2014
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We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Prior Registration Statement, which is incorporated by reference into the Registration Statement.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of Capnia, Inc. of our report dated May 7, 2014, except for the Reverse Stock Split paragraph of Note 2, as to which the date is August 4, 2014, which includes an explanatory paragraph as to the Company's ability to continue as a going concern with respect to our audits of the financial statements of Capnia, Inc. as of December 31, 2013 and 2012 and for the years ended December 31, 2013 and 2012, included in Amendment No. 12 to the Registration Statement (Form S-1 No. 333-196635) and the related Prospectus of Capnia, Inc. for the registration of its common stock. We also consent to the reference to our firm under the caption "Experts" in such Registration Statement.

/s/ Marcum LLP

Marcum LLP
New York, NY
November 12, 2014