

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **May 8, 2017**

**CAPNIA, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-36593**  
(Commission File No.)

**77-0523891**  
(IRS Employer Identification  
Number)

**1235 Radio Rd #110**  
**Redwood City, CA 94065**  
(Address of principal executive offices)

**(650) 213-8444**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 8, 2017, Capnia, Inc. (the “Company”) filed a certificate of amendment (the “Certificate of Amendment”) to its amended and restated certificate of incorporation (the “Restated Certificate”) to change its name from “Capnia, Inc.” to “Soleno Therapeutics, Inc.” The name change will be effective as of 12:01 a.m. Eastern time on May 12, 2017, and was made pursuant to Section 242 of the Delaware General Corporation Law (the “DGCL”).

The name change does not affect the rights of the Company’s security holders. There were no other changes to the Restated Certificate in connection with the name change.

On May 12, 2017, the Company’s common stock, which trades on the Nasdaq Capital Market, will cease trading under the ticker symbol “CAPN” and commence trading under the ticker symbol “SLNO”. Along with the ticker change, the Company’s common stock has been assigned a new CUSIP number of 834203 101.

On May 12, 2017, the Company’s Series A Warrant, which trades on the Nasdaq Capital Market, will cease trading under the ticker symbol “CAPNW” and commence trading under the ticker symbol “SLNOW”. Along with the ticker change, the Company’s Series A Warrant has been assigned a new CUSIP number of 834203 119.

A copy of the Certificate of Amendment effecting the name change, as filed with the Delaware Secretary of State on May 8, 2017, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

### **Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 8, 2017, the Company held its 2017 Annual Meeting of Stockholders. Of the 47,587,647 shares of common stock outstanding as of April 12, 2017, the record date, 36,895,126 shares of common stock were represented at the meeting in person or by proxy, constituting 77.53% of the outstanding shares of common stock entitled to vote and constituting a quorum for the transaction of business.

The stockholders of the Company voted on the following items at the Meeting:

1. To elect four Class III directors to serve until the 2020 Annual Meeting of stockholders or until their respective successors are duly elected and qualified;
2. To ratify the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017;
3. To approve the Certificate of Amendment to amend the Restated Certificate of the Company, at the discretion of the Board of Directors, to change the name of the Company from “Capnia, Inc.” to “Soleno Therapeutics, Inc.”; and
4. To approve an amendment to amend the Restated Certificate of the Company to effect, at the discretion of the Board of Directors, a reverse stock split of all of the outstanding shares of the Company’s common stock at a ratio between one-for-two (1:2) and one-for-ten (1:10) to be determined by the Board of Directors, to be effected at the sole discretion of the Board of Directors at any time within six months following the 2017 Annual Meeting of stockholders; and authorize any other action deemed by the Board of Directors to be necessary in connection therewith, all without further approval or authorization of the Company’s stockholders.

**Proposal One – Election of Directors**

The table below presents the voting results of the election of the four Class III directors to the Company’s Board of Directors by the Company’s stockholders:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Votes For</b>	<b>Broker Non-Votes</b>
Ernest Mario, Ph.D.	34,249,026	25,696	99.93%	2,620,404
Anish Bhatnagar, M.D.	34,232,183	42,539	99.88%	2,620,404
William G. Harris	34,237,148	37,574	99.89%	2,620,404
Stuart Collinson, Ph.D.	34,247,861	26,861	99.92%	2,620,404

**Proposal Two – Ratification of Appointment of Independent Registered Public Accounting Firm**

The Company’s stockholders ratified the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017 by the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
36,254,334	214,460	426,330	0

**Proposal Three – Approval of Amendment of Charter to Change the Company’s Name to “Solenio Therapeutics, Inc.”**

The Company’s stockholders approved the amendment of the Company’s Restated Charter to change the Company’s Name to “Solenio Therapeutics, Inc.” by the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
36,833,310	59,157	2,659	0

**Proposal Four – Approval of Amendment of Charter to Perform the Reverse Split**

The Company’s stockholders approved the amendment of the Company’s Restated Charter to perform a reverse split of all of the outstanding shares of the Company’s common stock at a ratio between one-for-two (1:2) and one-for-ten (1:10) to be determined by the Board of Directors, to be effected at the sole discretion of the Board of Directors at any time within six months following the 2017 Annual Meeting of stockholders, by the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
35,254,493	1,207,436	433,196	0

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
3.1	Certificate of Amendment

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CAPNIA, INC.**

Date: May 8, 2017

By: /s/ David O'Toole

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David O'Toole

Chief Financial Officer

## EXHIBIT INDEX

<b>Exhibit</b>	<b>Description</b>
3.1	Certificate of Amendment

**CAPNIA, INC.**

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION**

Capnia, Inc., a Delaware corporation (the “**Corporation**”), hereby certifies as follows:

1. The name of the Corporation is Capnia, Inc. The Corporation was originally incorporated under the name “Capnia, Inc.” The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 25, 1999.

2. Article I of the Certificate of Incorporation, as amended (the “**Certificate**”) of the Corporation is hereby amended and restated to read in its entirety as follows:

“The name of this Corporation shall be Soleno Therapeutics, Inc.”

3. The foregoing amendment to the Amended and Restated Certificate of Incorporation shall be effective on May 12, 2017, and the effective time shall be 12:01 a.m., Eastern Time.

4. This Amendment of the Corporation’s Certificate has been duly authorized and adopted by the Corporation’s Board of Directors and stockholders in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, Capnia, Inc. has caused this Certificate of Amendment to be signed by Anish Bhatnagar, a duly authorized officer of the Corporation, on May 8, 2017.

CAPNIA, INC.

By: /s/ Anish Bhatnagar  
Anish Bhatnagar,  
Chief Executive Officer