

**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): September 26, 2023

SOLENO THERAPEUTICS, 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)

**203 Redwood Shores Pkwy, Suite 500
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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbols	Name of each exchange on which registered
Common Stock, \$0.001 par value	SLNO	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02 Termination of a Material Definitive Agreement.

On September 26, 2023, Soleno Therapeutics, Inc. (the “Company”), provided notice to Cantor Fitzgerald & Co. (“Cantor”) of its election to terminate the Controlled Equity Offering Sales Agreement between them dated July 16, 2021 (the “Sales Agreement”). Cantor waived the termination notice period provided under the Sales Agreement such that the termination was effective immediately. Following such termination, the Company may not sell any further shares of its common stock under the Sales Agreement.

A description of the Sales Agreement is included in the Company’s Current Report on Form 8-K filed on July 16, 2021 (the “Announcement 8-K”), which is incorporated by reference herein. Such description is qualified in its entirety by reference to the full text of the Sales Agreement, which was filed as Exhibit 1.1 to the Announcement 8-K and is incorporated by reference herein.

Item 8.01 Other Events.**Termination of “At-the-Market” Offering Prospectus Supplement**

Pursuant to the Sales Agreement, the Company previously filed a prospectus supplement (as most recently amended on June 2, 2023, the “ATM Prospectus Supplement”) pursuant to which it may offer and sell, from time to time, shares of its common stock having an aggregate offering price of up to \$8,878,028 through Cantor as the sales agent. As of the date of this report, the Company has sold shares of common stock having an aggregate offering price of \$7,672,736.86 under the ATM Prospectus Supplement. Effective as of the date of this report, the Company has terminated the ATM Prospectus Supplement and the ATM offering and the Company will not make any sales of common stock under the ATM offering.

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.

Date: September 27, 2023

SOLENO THERAPEUTICS, INC.

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