FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL								
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     MARIO ERNEST				2. Issuer Name and Ticker or Trading Symbol Capnia, Inc. [ CAPN ]									neck all ap					
`	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 08/18/2016										10			(specify
1235 RADIO ROAD, SUITE 110				4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)														X Form filed by One Reporting Person				son
OD CA	Λ 9	4065														re thai	n One Rep	oorting
(St	ate) (Z	Zip)																
	Tabl	e I - N	on-Deriv	ative S	Secu	ıritie	s Acq	uired, I	Disp	osed of	f, or	Bene	ficia	lly Own	ed			
Date				Execution Date,			Transaction Disposed Of (D) (Instr. Code (Instr. and 5)					Secui Bene Owne	ities ficially d	Forn (D) o Indir	n: Direct or ect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount			Price	Repo Trans	rted action(s)	(iiist	· · <del>· ·</del> /	(111301. 4)
Common Stock 08/18/2					016			P		25,000	0	A	\$0.9	9 1,	763,637		D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
tle of vative vative (Conversion or Exercise Price of Derivative Security 2. 3. Transaction Date, (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Tran			Code (li 8)	nstr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date			Amou or Numb of		str. ount	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	O F D O (1	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	OD CA  (St.  Stock  2.  Conversion or Exercise Price of Derivative	(First) (Indicated and Indicated and Indicat	(First) (Middle) ADIO ROAD, SUITE 110  OD CA 94065  (State) (Zip)  Table I - N  Security (Instr. 3)  Stock  Table II  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  ADIO ROAD, SUITE 110  OD CA 94065  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Transact Date (Month/Date (Month/Date)  Conversion or Exercise Price of Derivative Price of Derivative  3. Transaction Date (Month/Day/Year)  [Stock (Month/Day/Year)]  2. (Month/Day/Year)	Cap  (First) (Middle)  DIO ROAD, SUITE 110  CA  OD  CA  94065  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Secue.g., puts, ca  2. Conversion or Exercise Price of Derivative Service of Derivative (Month/Day/Year)  [A	Capnia 3. Date of 1 08/18/20  ADIO ROAD, SUITE 110  CA 94065  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Security (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A Transaction Code (Instr. 8)	Capnia, Inc.  (First) (Middle)  ADIO ROAD, SUITE 110  CA 94065  (State) (Zip)  Table I - Non-Derivative Securitie  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities A (e.g., puts, calls, warrange of Derivative Security (Month/Day/Year)  2. Table II - Derivative Securities A (e.g., puts, calls, warrange)  (e.g., puts, calls, warrange)  ADIO CA 94065  Table II - Derivative Securities A (e.g., puts, calls, warrange)  (e.g., puts, calls, warrange)	Capnia, Inc. [CA] 3. Date of Earliest Trans 08/18/2016  CoD CA 94065  Table I - Non-Derivative Securities Acqui (Month/Day/Year)  Stock  Table II - Derivative Securities Acqui (e.g., puts, calls, warrants, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acqui (e.g., puts, calls, warrants, calls, warrants, (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acqui (e.g., puts, calls, warrants, calls, cal	Capnia, Inc. [CAPN]  3. Date of Earliest Transaction (Mo 08/18/2016  4. If Amendment, Date of Original  Table I - Non-Derivative Securities Acquired, Inc. (Month/Day/Year)  Table II - Non-Derivative Securities Acquired, Inc. (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  08/18/2016  2. Transaction Date (Month/Day/Year)  Stock  08/18/2016  P  Table II - Derivative Securities Acquired, Distermination of Code (Instr. 3)  2. Code  Stock  08/18/2016  P  Table II - Derivative Securities Acquired, Distermination of Code (Instr. 3)  Security  1. Transaction Date (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  2. Conversion of Execution Date (Instr. 3)  2. Code (Instr. 3)  3. Date of Earliest Transaction (Month/Day/Year)  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)	Capnia, Inc. [CAPN]  3. Date of Earliest Transaction (Month/08/18/2016  4. If Amendment, Date of Original Filed  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disponents (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Transaction (Month/08/18/2016  4. If Amendment, Date of Original Filed  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Date  Date  Date  Date	Capnia, Inc. [CAPN]  3. Date of Earliest Transaction (Month/Day/Year) 08/18/2016  4. If Amendment, Date of Original Filed (Month/Day/Year) 18/18/2016  Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year	Capnia, Inc. [CAPN]  3. Date of Earliest Transaction (Month/Day/Year) 08/18/2016  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table 1 - Non-Derivative Securities Acquired, Disposed of, or  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or  Code v Amount (Amount (Capped Conversion or Exercise Price of Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible se (month/Day/Year)  2. Stock  3. Transaction (Month/Day/Year)  Code v Amount (Amount (Capped Conversion of Code (Instr. decurred))  Execution Date (Amount Code (Instr. decurred))  Execution Date (Month/Day/Year)  Expiration Date (Month/Day/Year)  Derivative Securities Acquired (A) or Derivative Securities Acquired (Month/Day/Year)  Date Expiration  Date Expiration  Date Expiration	Capnia, Inc. [CAPN]  3. Date of Earliest Transaction (Month/Day/Year)  08/18/2016  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefice (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  1. Transaction Date (P.G., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Benefice (P.G., puts, calls, warrants, options, convertible securities)  2. Code (Instr. and 5)  3. Transaction Date (P.G., puts, calls, warrants, options, convertible securities)  2. Conversion Date (P.G., puts, calls, warrants, options, convertible securities)  3. Transaction Date (P.G., puts, calls, warrants, options, convertible securities)  4. Securities Acquired (P.G.) or Benefice (P.G., puts, calls, warrants, options, convertible securities)  2. Conversion Date (P.G., puts, calls, warrants, options, convertible securities)  2. Conversion Date (P.G., puts, calls, warrants, options, convertible securities)  3. Transaction (Month/Day/Year) (P.G., puts, calls, warrants, options, convertible securities)  4. Securities Acquired (P.G., puts, calls, warrants, options, convertible securities)  4. Securities Acquired (P.G., puts, calls, warrants, options, convertible security  2. Date (Month/Day/Year) (P.G., puts, calls, warrants, options, convertible securities)  3. Transaction (P.G., puts, calls, warrants, options, convertible security (P.G., puts, calls, warrants, options, calls, warrants, options, calls, warrants, options, calls, warrants, options, calls,	Capnia, Inc. [ CAPN ]  (First) (Middle)  DIO ROAD, SUITE 110  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  Stock  08/18/2016  P 25,000 A \$0.5  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (month/Day/Year)  Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  Date Date Expiration Date Code (Instr. 8)  Amount or Date Code (Instr. 8)  Amount or Derivative Securities Acquired (A) or Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  Date Expiration Date Code (Instr. 8)  Amount or Number or Date Code (Instr. 8)  Amount or Number or Number or Number or Only Num	Capnia, Inc. [CAPN]  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Execurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  24. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  2. Date Expiration Date (Month/Day/Year)  Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)  Date (Month/Day/Year)	Capnia, Inc. [CAPN]   3. Date of Earliest Transaction (Month/Day/Year)   08/18/2016   08/18/20	Capnia, Inc. [ CAPN ]  3. Date of Earliest Transaction (Month/Day/Year) 08/18/2016  4. If Amendment, Date of Original Filed (Month/Day/Year) 08/18/2016  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) 18/8	Capnia, Inc. [CAPN] 3. Date of Earliest Transaction (Month/Day/Year) 08/18/2016  4. If Amendment, Date of Original Filed (Month/Day/Year) 08/18/2016  5. Individual or Joint/Group Filing (Check Jine)  X Form filed by More than One Reperson  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction (Month/Day/Year) 08/18/2016  2. Date Excretise Policy (Instr. 3) 08/18/2016  2. Date Excretise Policy (Instr. 4) 08/18/2016  3. Transaction (Month/Day/Year) 09/18/2016  3. Transaction (Month/D

Explanation of Responses:

Remarks:

/s/ David O'Toole, Attorneyin-Fact 08/18/2016

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).