

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>TP MANAGEMENT VII LLC</u> <hr/> (Last) (First) (Middle) 100 SHORELINE HWY, SUITE 282, BLDG B <hr/> (Street) MILL VALLEY CA 94941 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/07/2017	3. Issuer Name and Ticker or Trading Symbol <u>Capnia, Inc. [CAPN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	145,766 ⁽¹⁾	I	See Footnote ⁽³⁾
Common Stock	6,827,173 ⁽²⁾	I	See Footnote ⁽⁴⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>TP MANAGEMENT VII LLC</u> <hr/> (Last) (First) (Middle) 100 SHORELINE HWY, SUITE 282, BLDG B <hr/> (Street) MILL VALLEY CA 94941 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>TECHNOLOGY PARTNERS FUND VII LP</u> <hr/> (Last) (First) (Middle) 100 SHORELINE HWY, SUITE 282, BLDG B <hr/> (Street) MILL VALLEY CA 94941 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person*

TECHNOLOGY PARTNERS AFFILIATES
VII LP

(Last) (First) (Middle)

100 SHORELINE HWY, SUITE 282, BLDG B

(Street)

MILL VALLEY CA 94941

(City) (State) (Zip)

Explanation of Responses:

1. The reporting person(s) acquired these securities on March 7, 2017, as consideration for the reporting person(s) common stock of Essentialis, Inc. ("Essentialis"), which was acquired by the Issuer, through a merger of a wholly-owned subsidiary of Issuer with and into Essentialis on March 7, 2017 pursuant to the Agreement and Plan of Merger dated December 22, 2016, by and between the Issuer, Merger Sub (as defined in the Merger Agreement), Essentialis and the Stockholders Representative (as defined therein) (the "Merger Agreement").
2. The reporting person(s) acquired these securities on March 7, 2017, as consideration for the reporting person(s) common stock of Essentialis, Inc. ("Essentialis"), which was acquired by the Issuer, through a merger of a wholly-owned subsidiary of Issuer with and into Essentialis on March 7, 2017 pursuant to the Agreement and Plan of Merger dated December 22, 2016, by and between the Issuer, Merger Sub (as defined in the Merger Agreement), Essentialis and the Stockholders Representative (as defined therein) (the "Merger Agreement") and a related private placement closing concurrently with the merger transaction.
3. The shares are held directly by Technology Partners Affiliates VII, L.P. ("Affiliates VII"). The Reporting Person is the sole general partner of Affiliates VII, and may be deemed to beneficially own such shares. The Reporting Person holds voting and dispositive power with respect to the securities held by Affiliates VII. James Glasheen, Sheila Mutter, Roger Quy, Ira Ehrenpreis, and Ted Ardell, and certain other individuals are members of the Reporting Person and disclaim beneficial ownership of the securities held by Affiliates VII except to the extent of any pecuniary interest therein.
4. The shares are held directly by Technology Partners Fund VII, L.P. ("Technology Partners VII"). The Reporting Person is the sole general partner of Technology Partners VII, and may be deemed to beneficially own such shares. The Reporting Person holds voting and dispositive power with respect to the securities held by Technology Partners VII. James Glasheen, Sheila Mutter, Roger Quy, Ira Ehrenpreis, and Ted Ardell, and certain other individuals are members of the Reporting Person and disclaim beneficial ownership of the securities held by Technology Partners VII except to the extent of any pecuniary interest therein.

Remarks:

/s/James Glasheen, as a
Managing Member of TP
Management VII, LLC 03/09/2017

/s/James Glasheen, as a
Managing Member of TP
Management VII, LLC, the
sole general partner of
Technology Partners Fund VII,
L.P. 03/09/2017

/s/James Glasheen, as a
Managing Member of TP
Management VII, LLC, the
sole general partner of
Technology Partners Affiliates
VII, L.P. 03/09/2017

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

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

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.