SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Glasheen James Walter	SOLENO THERAPEUTICS INC [SLNO]	X Director X 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2018	☐ Officer (give title below) ☐ Other (specify below)
100 SHORELINE HWY, SUITE 282, BLDG B		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
MILL VALLEY CA 94941		X Form filed by One Reporting Person
(City) (State) (Zip)		☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2018		A		3,962[(1)]	A	$1.7263[(2)]	1,419,489	D	
Common Stock								7,050,691	I	See footnote[(3)]

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		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)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Effective January 1, 2017, annual board and committee retainers payable to directors will be made in equivalent shares of the Issuer's common stock, on a quarterly basis.

2. The number of shares issuable in lieu of cash retainers was determined using the closing price per share of Issuer common stock on February 2, 2018, or $1.7263.

3. Consists of shares held by Technology Partners Fund VII, L.P and Tehnology Partners Affiliates VII, L.P. or Technology Affiliates. James Glasheen is one of the managing members of Technology Partners and Technology Affiliates and has shared voting power over the shares of common stock beneficially owned by Technology Partners and Technology Affiliates. M r. Glasheen disclaims beneficial ownership of such securities, except to the extent, if any, of his pecuniary interest therein.

Remarks:

/s/ Anish Bhatnagar, Attorney-in-Fact   02/07/2018

** Signature of Reporting Person   Date