
**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): June 1, 2021

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 5.07 Results of Operations and Financial Conditions

On June 1, 2021, Soleno Therapeutics, Inc. (the “Company”) held its 2021 Annual Meeting of Stockholders. Of the 79,723,680 shares of common stock outstanding as of April 12, 2020, the record date, 62,855,042 shares of common stock were represented at the meeting in person or by proxy, constituting approximately 78.84% 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 two Class I directors to serve until the 2024 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, 2021;
3. To approve, on any advisory basis, the compensation of the Named Executive Officers of the Company; and
4. To approve, on any advisory basis, the frequency of stockholder votes on the compensation of the Named Executive Officers of the Company.

Proposal One – Election of Directors

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

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Percent of Voted</u>	<u>Broker Non-Votes</u>
Gwen Melincoff	45,828,805	616,552	57.48%	16,409,685
Andrew Sinclair	44,069,016	2,376,341	55.28%	16,409,685

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, 2021 by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
62,445,244	314,682	95,116	0

Proposal Three – Approval of Named Executive Compensation, on an Advisory Basis

The Company’s stockholders approved the Named Executive Officer compensation by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
36,886,859	9,471,845	86,653	16,409,685

Proposal Four – Approval of Frequency of Stockholder Votes on Named Executive Officer Compensation, on an Advisory Basis

The Company’s stockholders approved “every year” for the frequency of stockholder votes on Named Executive Officer compensation by the following votes:

<u>Votes For Every 3 Years</u>	<u>Votes for Every 2 Years</u>	<u>Votes for Every 1 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
22,807,101	164,959	23,303,391	169,906	16,409,685

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.

SOLENO THERAPEUTICS, INC.

Date: June 3, 2021

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