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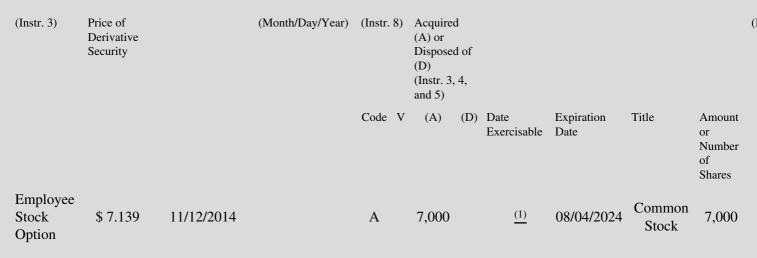
Capnia, Inc. Form 4										
November 1								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287		
Check th if no lon	ger								January 31, 2005	
subject t Section Form 4 c Form 5	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou response	average Irs per			
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17(a) of the l	Public U	tility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> ENGELSEN STEINAR J			2. Issuer Name and Ticker or Trading Symbol Capnia, Inc. [CAPN]			r Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle)	-	of Earliest T	-	L	(Che	eck all applicabl	e)	
3 TWIN DOLPHIN DRIVE, SUITE 160			(Month/Day/Year) 11/12/2014				X_ Director10% Owner Officer (give titleOther (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
REDWOOI	O CITY, CA 9406	65					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3,	l (A) or l of (D) 4 and 5) (A) or	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	(D) Price	(mour o und 1)			
Reminder: Rep	port on a separate line	for each cl	ass of sec	urities bene	-	-	-	ation of a	SEC 1474	
Persons who respond to the collect information contained in this form required to respond unless the form displays a currently valid OMB cor number.					n are not rm	(9-02)				

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of 8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities E
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4) S

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ENGELSEN STEINAR J 3 TWIN DOLPHIN DRIVE, SUITE 160 REDWOOD CITY, CA 94065	X					
Signatures						
/s/ David O'Toole, Attorney-in-Fact	11/14/2014	ł				
**Signature of Reporting Person	Date					

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).

Beginning on August 4, 2015, twenty-five percent (25%) of the shares subject to the Option shall vest, and each yearly anniversary thereafter, an additional twenty-five percent (25%) of the of the total number of shares subject to the Option shall vest, subject to

(1) Optionee's continuing to be a Service Provider on such dates; provided, however, that in the event that of a Change of Control (as defined below), 100% of the total number of shares that have not yet vested shall be immediately accelerate and vest immediately prior to such time, provided that Optionee is still providing services to the Company at such time. "Change of Control" shall have the meaning set forth in the Post-IPO Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.