Capnia, Inc. Form 4 November 14, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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 OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

ENGLEMAN EDGAR

(First) (Last)

(Middle)

3 TWIN DOLPHIN DRIVE, SUITE 160

(Street)

(State)

REDWOOD CITY, CA 94065

2. Issuer Name and Ticker or Trading

Symbol Capnia, Inc. [CAPN]

3. Date of Earliest Transaction

(Month/Day/Year) 11/12/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities

1.Title of

(City)

Security

(Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D) (Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

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

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person

(I)

(Instr. 4)

(Check all applicable)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

Issuer

below)

5. Amount of

Securities

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

X Director

Applicable Line)

Officer (give title

Estimated average

burden hours per

1

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 7.139	11/12/2014		A		7,000		<u>(1)</u>	08/04/2024	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner, runners	Director	10% Owner	Officer	Other			
ENGLEMAN EDGAR 3 TWIN DOLPHIN DRIVE, SUITE 160 REDWOOD CITY, CA 94065	X	X					

Signatures

/s/ David O'Toole, Attorney-in-Fact

**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

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.

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