## Edgar Filing: Capnia, Inc. - Form 4

Capnia, Inc.										
Form 4										
January 13, 201	15									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION						OMB APPROVAL				
	UNIII	Washington, D.C. 20549							3235-0287	
Check this b if no longer subject to									January 31, 2005 average	
Section 16. Form 4 or									rs per 0.5	
Form 5	Filed	pursuant to	Section 16(a	a) of the S	Securities	s Exchange	e Act of 1934,	response		
obligations may continu	Section						1935 or Section	n		
See Instructi 1(b).		30(h)	of the Inve	estment Co	ompany	Act of 194	0			
(Print or Type Res	ponses)									
1. Name and Address of Reporting Person <u>*</u> ENGELSEN STEINAR J			2. Issuer Name <b>and</b> Ticker or Trading Symbol Capnia, Inc. [CAPN]				5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of E		action		(Chec	к ан аррисабіе	;)	
3 TWIN DOLPHIN DRIVE, SUITE 160			(Month/Day/Year) 01/11/2015				X_ Director 10% Owner Officer (give titleOther (specify below) below)			
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
REDWOOD CITY, CA 94065			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
KED WOOD C		4005					Person			
(City)	(State)	(Zip)	Table I	- Non-Deri	vative Se	curities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		Deemed ntion Date, if th/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership	
		(1410)1	ul/Day/Teal)	(111501.0)	(insu. 5,	4 and 5)	Following	Indirect (I)	(Instr. 4)	
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
No securities beneficially owned							0	D		

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

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 control number.

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

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

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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. Transacti Code (Instr. 8)	5. Number on f 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option	\$ 1.8	01/11/2015		А	5,000	01/11/2016(1)	01/11/2025	Common Stock	5,000

## **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	01/13/2015	5					
**Signature of Reporting Person	Date						
3 TWIN DOLPHIN DRIVE, SUITE 160 REDWOOD CITY, CA 94065 <b>Signatures</b> /s/ David O'Toole, Attorney-in-Fact	01/13/2015		Officer	Ot			

## **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 January 11, 2016, twenty-five percent (25%) of the shares subject to the Option shall vest immediately and additional
   (1) twenty-five percent (25%) of the total shares subject to the Option shall vest annually thereafter on the same day of the month as the date of grant, subject to Optionee's continuing to be a Service Provider on such dates.

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.