Capnia, Inc. Form 4 September 14, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

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(Print or Type Responses)

1. Name and Address of Reporting Person *

MARIO ERNEST

2. Issuer Name and Ticker or Trading

Symbol

Capnia, Inc. [CAPN]

(First) (Last)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year) 09/14/2015

_ Director Officer (give title

10% Owner Other (specify

3 TWIN DOLPHIN DRIVE, SUITE

(Middle)

(Zip)

(Month/Day/Year) Execution Date, if

any

(Month/Day/Year)

2. Transaction Date 2A. Deemed

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

REDWOOD CITY, CA 94065

(Street)

(State)

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

Filed(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or (D) Code V Amount

Transaction(s) (Instr. 3 and 4) Price

1,589,831 (1) (2)

Common Stock

(City)

1.Title of

Security

(Instr. 3)

09/14/2015

P

15,000

\$ 2.28

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)

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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. Transaction Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D)			Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
, F	Director	10% Owner	Officer	Other			
MARIO ERNEST 3 TWIN DOLPHIN DRIVE, SUITE 160 REDWOOD CITY, CA 94065	X	X					

Signatures

/s/ David O'Toole, attorney 09/14/2015 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).
- Includes 10,416 shares that were held directly by Ernest Mario 2008 Annuity Trust III. The shares were assigned directly to the Reporting (1) Person as part of a liquidating distribution of the trust. In prior reports, the Reporting Person reported beneficial ownership of 10,416 shares.
- Includes 10,416 shares that were held directly by Mildred Mario 2008 Annuity Trust III. The shares were assigned directly to the

 (2) Reporting Person as part of a liquidating distribution of the trust. In prior reports, the Reporting Person reported beneficial ownership of 10,416 shares.

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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