

Abingworth LLP
 Form 3
 December 27, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Abingworth LLP</p> <p>(Last) (First) (Middle)</p> <p>38 JERMYN STREET</p> <p>(Street)</p> <p>LONDON, X0 SW1Y 6DN</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/21/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SOLENO THERAPEUTICS INC [SLNO]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,669,272	I	See Footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Warrant	12/21/2018	12/21/2023	Common Stock \$.001 par value	233,463	\$ 2	I	See Footnote ⁽¹⁾
Stock Option (right to buy)	Â ⁽³⁾	12/21/2028	Common Stock \$.001 par value	20,000	\$ 1.57	I	See Footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abingworth LLP 38 JERMYN STREET LONDON, X0 SW1Y 6DN	Â	Â X	Â	Â

Signatures

/s/ John Heard 12/27/2018

 **Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The shares are held by Abingworth Bioventures VII, LP ("Abingworth"). Abingworth Bioventures VII GP LP ("Abingworth GP") serves as the general partner of Abingworth. Abingworth General Partner VII LLP, serves as the general partner of Abingworth GP. Abingworth (acting by its general partner Abingworth GP, acting by its general partner Abingworth General Partner VII LLP) has delegated to
- (1) Abingworth LLP ("ALLP"), all investment and dispositive power over the securities held by Abingworth. ALLP holds the reported securities indirectly through Abingworth. ALLP disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein. This report shall not be deemed an admission that the reporting person, Abingworth or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
 - (2) These options (the "Options") were granted to Dr. Andrew Sinclair ("Sinclair"), a Partner of ALLP. ALLP provides advisory services to Abingworth. Under an agreement between Sinclair and ALLP, Sinclair is deemed to hold the Options and any shares of common stock issuable upon exercise of the Options for the benefit of ABV VII, and must exercise the Options solely upon the direction of ALLP.
 - (3) This option was granted on December 21, 2018 with respect to 20,000 Common Shares with 100% of the shares vesting in 48 equal monthly installments beginning on December 21, 2018.

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.