

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sinclair Andrew</u>			2. Issuer Name and Ticker or Trading Symbol <u>SOLENO THERAPEUTICS INC [ SLNO ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/26/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>203 REDWOOD SHORES PKWY, STE 500</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>REDWOOD CITY CA 94065</u>								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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	(A) or (D)	Price			

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

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. Number of 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock option (right to buy)	\$23.55 <sup>(1)</sup>							(2)	12/21/2028	Common Stock	1,333 <sup>(1)</sup>	1,333 <sup>(1)</sup>	D	
Stock option (right to buy)	\$39.45 <sup>(1)</sup>							(3)	06/10/2029	Common Stock	823 <sup>(1)</sup>	823 <sup>(1)</sup>	D	
Stock option (right to buy)	\$51.15 <sup>(1)</sup>							(3)	05/18/2030	Common Stock	635 <sup>(1)</sup>	635 <sup>(1)</sup>	D	
Stock option (right to buy)	\$33.6 <sup>(1)</sup>							(3)	01/08/2031	Common Stock	2,666 <sup>(1)</sup>	2,666 <sup>(1)</sup>	D	
Stock option (right to buy)	\$15.3 <sup>(1)</sup>							(3)	06/01/2031	Common Stock	2,124 <sup>(1)</sup>	2,124 <sup>(1)</sup>	D	
Stock option (right to buy)	\$2.55 <sup>(1)</sup>							(4)	06/01/2032	Common Stock	2,666 <sup>(1)</sup>	2,666 <sup>(1)</sup>	D	

**Explanation of Responses:**

- The per share exercise price and number of shares subject to the option reflect the 1-for-15 reverse stock split effected August 26, 2022.
- One forty-eighth (1/48th) of the shares subject to the Option shall vest on the first month anniversary of December 21, 2018 (the "Vesting Commencement Date"), and one forty-eighth (1/48th) of the total number of shares subject to the Option shall vest each month thereafter on the same day of the month as the Vesting Commencement Date (and if there is no corresponding day, on the last day of the month), such that all of the shares subject to the Option will have vested as of the fourth anniversary of the Vesting Commencement Date, subject to Reporting Person continuing to be a Service Provider through each such date.
- All of the shares subject to this option are fully vested and exercisable as of the date hereof.
- The shares subject to the Option shall vest on the earlier of the twelve-month anniversary of June 1, 2022 or the day before the next annual stockholder meeting, subject to Reporting Person continuing to be a Service Provider through each such date.

**Remarks:**

The Reporting Person is no longer deemed to share an indirect pecuniary interest in the securities held by Abingworth Bioventures VII, LP and therefore no longer reports those securities on his Section 16 reports.

/s/ Anish Bhatnagar, Attorney-in-Fact 10/14/2022

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

