

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): June 10, 2019**

**SOLENO THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36593**  
(Commission  
File No.)

**77-0523891**  
(IRS Employer  
Identification Number)

**1235 Radio Road, Suite 110**  
**Redwood City, CA 94065**  
(Address of principal executive offices)

**(650) 213-8444**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbols	Name of each exchange on which registered
<b>Common Stock, \$0.001 par value</b>	<b>SLNO</b>	<b>NASDAQ</b>
<b>Common Stock, \$0.001 per value, underlying the warrants</b>	<b>SLNOW</b>	<b>NASDAQ</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 10, 2019, the Board of Directors (the “Board”) appointed Birgitte Volck, M.D., Ph.D. as a director of Soleno Therapeutics, Inc. (the “Company”), effective immediately. Dr. Volck will serve as a Class III director, with a term expiring at the annual meeting of stockholders to be held in 2022, when she is expected to stand for election by a vote of the Company’s stockholders. There are no transactions and no proposed transactions between Dr. Volck (or any member of her immediate family) and the Company or any of its subsidiaries, and there is no arrangement or understanding between Dr. Volck and any other person or entity pursuant to which Dr. Volck was appointed as a director of the Company.

Dr. Volck will participate in the Company’s standard compensation plan for non-employee directors. The standard compensation plan for non-employee directors is described in the section titled “Management” of the Company’s Registration Statement on Form S-1 (File No. 333- 230607) filed with the Securities and Exchange Commission on March 29, 2019. In connection with her appointment, Dr. Volck will also execute the Company’s standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-196635) filed with the Securities and Exchange Commission on June 10, 2014.

Since December 2018, Dr. Volck has served as the President R&D at AVROBIO Inc., a clinical stage gene therapy company. From 2016 to 2018, she served as head of Research and Development, Rare Diseases, for GlaxoSmithKline. From 2012 to 2016, Dr. Volck served as the Chief Medical Officer and Senior Vice President of Development at Swedish Orphan Biovitrum AB. Prior to this, from 2007 to 2012, she held various positions at Amgen Inc., including Executive Development Director, Bone, Neuroscience & Inflammation. From 2004 to 2007, Dr. Volck served as Nordic Medical Director and Project Director at Genzyme A/S, and from 2001 to 2004, she served as Head of Clinical Development and Medical Affairs at Pharmexa.

Dr. Volck currently serves as a director for Ascendis Pharma A/S. She also served as a director for Wilson Therapeutics AB from May 2017 to May 2018, when it was acquired by Alexion Pharmaceuticals for \$850 million. Dr. Volck received her M.D. and Ph.D. degrees from Copenhagen University, Denmark.

On June 12, 2019, the Company issued a press release regarding the appointment of Dr. Volck to the Board. The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 10, 2019, the Company held its 2019 Annual Meeting of Stockholders. Of the 31,776,584 shares of common stock outstanding as of April 16, 2019, the record date, 29,003,871 shares of common stock were represented at the meeting in person or by proxy, constituting 91.27% of the outstanding shares of common stock entitled to vote and constituting a quorum for the transaction of business.

The stockholders of the Company voted on the following items at the Meeting:

1. To elect two Class III directors to serve until the 2022 Annual Meeting of stockholders or until their respective successors are duly elected and qualified; and
2. To ratify the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019.

**Proposal One – Election of Directors**

The table below presents the voting results of the election of the two Class III directors to the Company's Board of Directors by the Company's stockholders:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Percent of Voted</u>	<u>Broker Non-Votes</u>
Anish Bhatnagar, M.D.	25,070,443	38,121	99.85%	3,895,307
William G. Harris	25,071,413	37,151	99.85%	3,895,307

**Proposal Two – Ratification of Appointment of Independent Registered Public Accounting Firm**

The Company's stockholders ratified the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019 by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
22,689,776	463,851	5,850,244	0

**Item 9.01.****Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release issued on June 12, 2019.</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 12, 2019

**SOLENO THERAPEUTICS, INC.**

By: /s/ Jonathan Wolter

Jonathan Wolter,  
Chief Financial Officer



## Soleno Therapeutics Announces Appointment of Veteran Industry Executive Birgitte Volck, M.D., Ph.D., to Board of Directors

June 12, 2019

REDWOOD CITY, Calif., June 12, 2019 (GLOBE NEWSWIRE) — Soleno Therapeutics, Inc. (“Soleno”) (NASDAQ: SLNO), a clinical-stage biopharmaceutical company developing novel therapeutics for the treatment of rare diseases, announced the appointment of Birgitte Volck, M.D., Ph.D., a veteran biopharmaceutical industry executive, to its Board of Directors, effective June 10, 2019. Dr. Volck’s appointment brings Soleno’s Board of Directors to seven members, six of whom are independent.

“We are extremely pleased to welcome Dr. Volck to our Board,” said Ernest Mario, Ph.D., Chairman of the Board of Directors of Soleno. “Dr. Volck’s extensive and diverse industry expertise, especially within rare diseases, will be essential to us as we continue to enroll patients into our Phase III DESTINY PWS trial evaluating Diazoxide Choline Controlled Release (DCCR) tablets for the treatment of Prader-Willi Syndrome. Moreover, Dr. Volck’s vast experience as an executive in both biotech and large pharma uniquely positions her to advise Soleno as we continue to grow our business and potentially evaluate DCCR in additional indications.”

Dr. Volck said, “I am excited to join Soleno’s Board of Directors at this transformational time in the Company’s history. I look forward to working with management and the rest of the Board as Soleno continues to advance DCCR as a potential treatment for those living with PWS and provide significant value to patients and caregivers.”

Since December 2018, Dr. Volck has served as the President R&D at AVROBIO Inc., a clinical stage gene therapy company. From 2016 to 2018, she served as head of Research and Development, Rare Diseases, for GlaxoSmithKline. From 2012 to 2016, Dr. Volck served as the Chief Medical Officer and Senior Vice President of Development at Swedish Orphan Biovitrum AB. Prior to this, from 2007 to 2012, she held various positions at Amgen Inc., including Executive Development Director, Bone, Neuroscience & Inflammation. From 2004 to 2007, Dr. Volck served as Nordic Medical Director and Project Director at Genzyme A/S, and from 2001 to 2004, she served as Head of Clinical Development and Medical Affairs at Pharmexa.

Dr. Volck currently serves as a director for Ascendis Pharma A/S. She also served as a director for Wilson Therapeutics AB from May 2017 to May 2018 until it was acquired by Alexion Pharmaceuticals for \$850 million. Dr. Volck received her M.D. and Ph.D. degrees from Copenhagen University, Denmark.

### About Soleno Therapeutics, Inc.

Soleno is focused on the development and commercialization of novel therapeutics for the treatment of rare diseases. The company’s lead candidate, DCCR, a once-daily oral tablet for the treatment of PWS, is currently being evaluated in a Phase III clinical development program.

For more information, please visit [www.solenolife.com](http://www.solenolife.com).

### Forward-Looking Statements

This press release contains forward-looking statements that are subject to many risks and uncertainties. Forward-looking statements include statements regarding our intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things, our ability to complete the Phase III clinical development program of DCCR in PWS in 2019. We may use terms such as “believes,” “estimates,” “anticipates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “will,” “should,” “approximately” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained herein, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained in this presentation. As a result of these factors, we cannot assure you that the forward-looking statements in this press release will prove to be accurate. Additional factors that could materially affect actual results can be found in Soleno’s annual and quarterly reports filed with the Securities and Exchange Commission, including under the caption titled “Risk Factors.” Soleno expressly disclaims any intent or obligation to update these forward-looking statements, except as required by law.

### CONTACT:

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Source: Soleno Therapeutics