
**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): April 26, 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))

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 April 26, 2019, the Board of Directors (the “Board”) of Soleno Therapeutics, Inc. (the “Company”) accepted Mahendra Shah’s resignation from the Board, including his resignation from the Compensation Committee of the Board of Directors (the “Compensation Committee”) and the Nominating and Corporate Governance Committee of the Board of Directors (the “Nominating Committee”), effective April 26, 2019. The resignation of Mr. Shah was not the result of any disagreement with the Company relating to the Company’s operations, policies or practices.

On April 26, 2019, the Board, upon recommendation from the Nominating Committee, appointed Gwen Melincoff as a director of the Company and as a member of the Compensation Committee and Nominating Committee, effective immediately. Ms. Melincoff will serve as a Class I director, with a term expiring at the annual meeting of stockholders to be held in 2021, 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 Ms. Melincoff (or any member of her immediate family) and the Company or any of its subsidiaries, and there is no arrangement or understanding between Ms. Melincoff and any other person or entity pursuant to which Ms. Melincoff was appointed as a director of the Company.

Ms. Melincoff 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, Ms. Melincoff 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.

Ms. Melincoff has over 25 years of leadership experience in the biotechnology and pharmaceutical industries. Her experience has spanned public and private company boards, venture financing, business development, licensing, mergers and acquisitions, research operations, marketing, product management and project management. She currently sits on the board of directors of Photocure ASA, and Collegium Pharmaceutical, Inc. and is a Venture Advisor at Agent Capital. She is also an advisor to Phase 1 Ventures and Verge Genomics and was a board member at Tobira Therapeutics from 2014-2016 when Allergan acquired it for \$1.7B. She served as Vice President of Business Development at BTG International Inc. a UK- specialist healthcare company from 2014-2016. From 2004 to the 2013, Ms. Melincoff was Senior Vice President of Business Development at Shire Pharmaceuticals. Additionally, she led the Shire’s Strategic Investment Group (SIG). She served as a board member/board observer at DBV Technologies, AM Pharma, ArmaGen Technologies, Promethera Biosciences, Naurex Inc. (acquired by Allergan) and Enterome. She was responsible for the collaboration with New River Pharmaceuticals that led to the \$2.6 billion acquisition of the company. Ms. Melincoff was named a “Top Women in Biotech 2013” by Fierce Biotech as well as being named to the Powerlist 100 of Corporate Venture Capital in 2012 and 2013. Prior to joining Shire, Ms. Melincoff was Vice President of Business Development at Adolor Corporation. Ms. Melincoff worked for Eastman Kodak for over ten years in a number of their health care companies. Ms. Melincoff has a B.S in Biology, a Master’s of Science in Management, and has attained the designation of the Certified Licensing Professional (CLP™).

On April 29, 2019, the Company issued a press release regarding the appointment of Ms. Melincoff 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 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued on April 29, 2019.

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: April 29, 2019

SOLENO THERAPEUTICS, INC.

By: /s/ Anish Bhatnagar

Anish Bhatnagar

Chief Executive Officer

Soleno Therapeutics Announces Appointment of Industry Veteran Gwen A. Melincoff to Board of Directors

REDWOOD CITY, Calif., April 29, 2019 — Soleno Therapeutics, Inc. (“Soleno”) (NASDAQ: SLNO), a clinical-stage biopharmaceutical company developing novel therapeutics for the treatment of rare diseases, today announced the appointment of Gwen A. Melincoff, a biotechnology and pharmaceutical industry veteran, to its Board of Directors, effective April 26, 2019. Ms. Melincoff will replace Mahendra G. Shah, Ph.D., who is stepping down from the Board.

“We are pleased to welcome Gwen as she brings a diverse and extensive background spanning business development, capital raising, research operations and marketing to our Board,” said Anish Bhatnagar, M.D., Chief Executive Officer of Soleno. “With experience serving on multiple public and private company boards, we look forward to Gwen’s insightful and well-versed guidance with our efforts to advance DCCR through our ongoing Phase 3 trial toward commercialization. On behalf of the Board, I would also like to sincerely thank Mahendra for his support and commitment to Soleno since his tenure began in 2017 and wish him well in his next endeavors.”

Ms. Melincoff said, “I am honored to join Soleno’s Board at such an exciting time for the company and believe that DCCR has great potential to be the first approved treatment for Prader-Willi syndrome. I look forward to collaborating with the Soleno team, providing guidance as the company progresses DCCR on the path towards commercialization.”

Ms. Melincoff has over 25 years of leadership experience in the biotechnology and pharmaceutical sector, and was named one of the “Top Women in Biotech 2013” by *FierceBiotech*. She currently sits on the board of directors of Photocure ASA, and Collegium Pharmaceutical, and is an Advisor at Agent Capital, Phase 1 Ventures and Verge Genomics. She was previously a board member at Kamada, as well as Tobira Therapeutics when Allergan acquired it for \$1.7 billion. She most recently served as Vice President of Business Development at BTG International Inc and from 2004 to the 2013, was Senior Vice President of Business Development at Shire Pharmaceuticals. She led Shire’s Strategic Investment Group (SIG) and served as a board member/board observer at DBV Technologies, AM Pharma, ArmaGen Technologies, Promethera Biosciences, Naurex Inc. (acquired by Allergan), and Enterome. She was responsible for the collaboration with New River Pharmaceuticals that led to the \$2.6 billion acquisition of the company. Prior to joining Shire, Ms. Melincoff was Vice President of Business Development at Adolor Corporation. Ms. Melincoff received her M.S. in Management from Pennsylvania State University, completed her B.S. in Biology from George Washington University, and attained the designation of Certified Licensing Professional (CLP™).

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.soleno.life.

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:

Brian Ritchie
LifeSci Advisors, LLC
212-915-2578