

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-Q/A  
(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2019

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-36593

**SOLENO THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

77-0523891  
(I.R.S. Employer  
Identification No.)

203 Redwood Shores Parkway, Suite 500,  
Redwood City, California  
(Address of principal executive offices)

94065  
(Zip Code)

(650) 213-8444

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	SLNO	NASDAQ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 1, 2019, there were 44,658,054 shares of the registrant's Common Stock, par value \$0.001 per share, outstanding.

## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (“Form 10-Q/A”) to our Form 10-Q for the quarter ended September 30, 2019 initially filed with the Securities and Exchange Commission on November 13, 2019 (the “Original Form 10-Q”), is being filed solely to correct an error made when formatting the table of Condensed Consolidated Statement of Stockholders’ Equity for the nine-month period ended September 30, 2018 in preparation for financial printing.

No other changes have been made to the Original Form 10-Q and this Form 10-Q/A does not reflect any subsequent events occurring after the filing of the Original Form 10-Q or modify or update any other disclosures made in the Original Form 10-Q.

**Item 1. Financial Statements**

**Soleno Therapeutics, Inc.**  
**Condensed Consolidated Statements of Stockholders' Equity**  
**For the Three and Nine Months Ended September 30, 2018**  
**(unaudited)**

(In thousands except share data)

	Series B Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balances at January 1, 2018	4,571	\$ —	19,238,972	\$ 19	\$ 140,495	\$ (113,697)	\$ 26,817
Stock-based compensation					200		200
Issuance of common stock on conversion of series B convertible preferred shares	(1,000)	(—)	200,000	1	—		1
Issuance of restricted common stock for bonuses			99,217	—	159		159
Issuance of common stock to board members in lieu of cash payments for quarterly board fees			49,519	—	82		82
Transaction costs for the 2017 PIPE common stock and warrant issuance.					(203)		(203)
Issuance of common stock held back on acquisition of Essentialis			180,667	—	—		—
Net loss						(3,804)	(3,804)
Balances at March 31, 2018	3,571	—	19,768,375	20	140,733	(117,501)	23,252
Stock-based compensation					199		199
Issuance of common stock on conversion of series B convertible preferred shares	(3,571)	(—)	714,200	—	(1)		(1)
Issuance of common stock to board members in lieu of cash payments for quarterly board fees			27,925	—	54		54
Transaction costs for the 2017 PIPE common stock and warrant issuance.					203		203
Issuance of common stock held back on acquisition of Essentialis			903,367	1	(1)		—
Net loss						(7,058)	(7,058)
Balances at June 30, 2018	—	—	21,413,867	21	141,187	(124,559)	16,649
Stock-based compensation					231		231
Issuance of common stock to board members in lieu of cash payments for quarterly board fees			21,374	—	61		61
Net loss						(2,736)	(2,736)
Balances at September 30, 2018	—	\$ —	21,435,241	\$ 21	\$ 141,479	\$ (127,295)	\$ 14,205

Item 6. Exhibits

EXHIBIT INDEX

Exhibit Number	Description of Document	Incorporated by Reference from			
		Registrant's Form	Date Filed with the SEC	Exhibit Number	Filed Herewith
31.1	<a href="#">Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934, as amended</a>	10-Q	November 13, 2019	31.1	
31.2	<a href="#">Certification of Principal Financial and Accounting Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934, as amended</a>	10-Q	November 13, 2019	31.2	
32.1	<a href="#">Certification of Principal Executive Officer Required Under Rule 13a-14(b) of the Securities and Exchange Act of 1934, as amended, and 18 U.S.C. §1350</a>	10-Q	November 13, 2019	32.1	
32.2	<a href="#">Certification of Principal Financial and Accounting Officer Required Under Rule 13a-14(b) of the Securities and Exchange Act of 1934, as amended, and 18 U.S.C. §1350</a>	10-Q	November 13, 2019	32.2	
101.INS	XBRL Instance Document.				X
101.SCH	XBRL Taxonomy Extension Schema Document.				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.				X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.				X

**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, thereunto duly authorized.

Date: November 18, 2019

**SOLENO THERAPEUTICS, INC.**

By: /s/ Anish Bhatnagar

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Anish Bhatnagar  
Chief Executive Officer  
**(Principal Executive Officer)**

Date: November 18, 2019

By: /s/ James Mackaness

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James Mackaness  
Chief Financial Officer  
**(Principal Financial and Accounting Officer)**