

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>SHAH MAHENDRA</u> (Last) (First) (Middle) <u>C/O VIVO CAPITAL LLC</u> <u>505 HAMILTON AVENUE, SUITE 207</u> (Street) <u>PALO ALTO CA 94301</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Capnia, Inc. [CAPN]</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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	03/07/2017		A		94,584 ⁽¹⁾⁽²⁾	A	⁽³⁾	94,584	D	

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)	
						Date Exercisable	Expiration Date						Title
Employee Stock Option	\$0.68	03/07/2017		A	20,000	⁽⁴⁾	03/07/2027	Common Stock	20,000	\$0.00	20,000	D	

Explanation of Responses:

- The reporting person acquired these securities on March 7, 2017, as consideration for the reporting person's interest as a participant in the management carve-out plan of Essentialis, Inc., which was acquired by the Issuer, through a merger of a wholly-owned subsidiary of Issuer with and into Essentialis on March 7, 2017, pursuant to the Agreement and Plan of Merger dated December 22, 2016, by and among the Issuer, Merger Sub (as defined in the Merger Agreement), Essentialis and the Stockholders Representative (as defined therein) (the "Merger Agreement").
- Continued from Footnote 1 Under the terms of the Merger Agreement, a portion of the merger consideration was held back as partial recourse to satisfy indemnification claims made by the Issuer under the Merger Agreement, and such shares will be issued to former shareholders of Essentialis, participants in Essentialis' management carve-out plan and other service providers of Essentialis, upon the one-year anniversary of the closing of the Merger (subject to the limitations set forth in the Merger Agreement).
- Under the terms of Essentialis' management carve-out plan, the number of shares issuable to carve-out plan participants was determined using the closing price per share of Issuer common stock on March 7, 2017, or \$0.68.
- One forty-eighth (1/48) of the shares subject to the Option shall vest on the first month anniversary of the Vesting Commencement Date (which is March 7, 2017), and shall continue to 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 Participant continuing to be a Service Provider (as defined in the Plan) through each such date.

Remarks:

/s/ Mahendra Shah 03/09/2017

** 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.

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