

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person* <u>Abingworth LLP</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/21/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
<u>PRINCES HOUSE 38 JERMYN STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>LONDON</u>	<u>X0</u>	<u>SW1Y 6DN</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/29/2022		P		7,720,000	A	(3)	18,022,602	I	See Footnotes <sup>(1)(2)</sup>

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	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$1.57	12/21/2018		A		20,000		(6)	12/21/2028	Common Stock	20,000	\$0	20,000	I	See footnotes <sup>(1)(4)(5)</sup>
Stock Option (right to buy)	\$2.5	06/10/2019		A		13,000		(7)	06/10/2029	Common Stock	13,000	\$0	13,000	I	See footnotes <sup>(1)(4)(5)</sup>
Stock Option (right to buy)	\$3.41	05/18/2020		A		9,530		(8)	05/18/2030	Common Stock	9,530	\$0	9,530	I	See footnotes <sup>(1)(4)(5)</sup>
Stock Option (right to buy)	\$2.24	01/08/2021		A		40,000		(9)	01/08/2031	Common Stock	40,000	\$0	40,000	I	See footnotes <sup>(1)(4)(5)</sup>
Stock Option (right to buy)	\$1.02	06/01/2021		A		31,862		(10)	06/01/2031	Common Stock	31,862	\$0	31,862	I	See footnotes <sup>(1)(4)(5)</sup>
Warrant (right to buy)	\$0.3	03/29/2022		P		7,720,000			03/29/2022 03/29/2027	Common Stock	7,720,000	(3)	7,720,000	I	See footnotes <sup>(1)(2)</sup>

Explanation of Responses:

- Abingworth Bioventures VII GP LP ("Abingworth GP") serves as the general partner of Abingworth Bioventures VII, LP ("ABV VII"). Abingworth General Partner VII LLP serves as the general partner of Abingworth GP. ABV VII (acting by its general partner Abingworth GP, acting by its general partner Abingworth General Partner VII LLP) has delegated to the Reporting Person all investment and dispositive power over the securities held by ABV VII.
- The securities of Soleno Therapeutics, Inc. (the "Issuer") are held by ABV VII. The Reporting Person holds the reported securities indirectly through ABV VII. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein. This report shall not be deemed an admission that the Reporting Person, ABV VII, Dr. Andrew Sinclair or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Each share of common stock was purchased together with one (1) warrant to purchase one (1) share of common stock for an aggregate price of \$0.25.
- The option was granted to Dr. Sinclair, a director of the Issuer and a member of the investment committee of ABV VII (the "Investment Committee") which approves investment and voting decisions by majority vote. No individual member of the Investment Committee has the sole control or voting power over the securities held by ABV VII. Under an agreement between Dr. Sinclair and the Reporting Person, Dr. Sinclair is deemed to hold the option and any shares of common stock issuable upon exercise of the option, for the benefit of ABV VII, and must exercise the option solely upon the direction of the Reporting Person.
- ABV VII may be deemed the indirect beneficial owner of the option, and Dr. Sinclair may be deemed the indirect beneficial owner of the option through his indirect interest in ABV VII. Each of ABV VII, Abingworth GP, Abingworth General Partner VII LLP, Dr. Sinclair, the Reporting Person and each member of the Investment Committee disclaims beneficial ownership of the option except to the extent, if any, of its pecuniary interest therein. This report shall not be deemed an admission that the Reporting Person or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- The option vests in forty-eight (48) monthly installments commencing on December 21, 2018.
- The option fully vested on May 17, 2020.
- The option fully vested on May 18, 2021.
- The option fully vested on January 8, 2021.
- The option vests on the earlier of the twelve (12) month anniversary of June 1, 2021 or the day before the Issuer's next annual stockholder meeting, subject to Dr. Sinclair continuing to be a Service Provider through the vesting date.

/s/ John Heard, as attorney-in-fact

03/31/2022

\*\* 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.

