

Capnia, Inc.  
Form 10-K/A  
August 09, 2016

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

**FORM 10-K/A**

**(Mark One)**

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

**For the fiscal year ended: December 31, 2015**

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

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

**Commission File No.: 001-36593**

**Capnia, 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.)**

**3 Twin Dolphin Drive, Suite 160**

**Redwood City, California**  
**(Address of Principal Executive Offices)**

**94065**  
**(Zip Code)**

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

**Securities Registered Pursuant to Section 12(b) of the Act:**

<b>Title of Each Class:</b>	<b>Name of Each Exchange on which Registered:</b>
<b>Common Stock, par value \$0.001 per share</b>	<b>The NASDAQ Capital Market</b>
<b>Series A warrants to purchase Common Stock</b>	<b>The NASDAQ Capital Market</b>

**Securities Registered Pursuant to Section 12(g) of the Act: None.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the  
Act). Yes  No

The aggregate market value of voting stock held by non-affiliates of the registrant on November 13, 2014, based on the closing price of \$3.88 for shares of the registrant's common stock as reported by the NASDAQ Capital Market, was approximately \$6.2 million. The registrant has elected to use November 13, 2014 as the calculation date, which was the initial trading date of the registrant's common stock on the Nasdaq Capital Market, because on June 30, 2014 (the last business day of the registrant's most recently completed second fiscal quarter), the registrant was a privately-held company.

As of March 15, 2016 there were 15,404,691 shares of the registrant's Common Stock, par value \$0.001 per share, outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Definitive Proxy Statement to be filed with the Commission pursuant to Regulation 14A in connection with the registrant's 2016 Annual Meeting of Stockholders, to be filed subsequent to the date hereof, are incorporated by reference into Part III of this Report. Such Definitive Proxy Statement will be filed with the Securities and Exchange Commission not later than 120 days after the conclusion of the registrant's fiscal year ended December 31, 2015. Except with respect to information specifically incorporated by reference in this Form 10-K, the Proxy Statement is not deemed to be filed as part of this Form 10-K.

### **EXPLANATORY NOTE**

This Amendment No. 1 to Form 10-K/A (this Amendment ) amends the Annual Report on Form 10-K of Capnia, Inc. (the Company ) for the year ended December 31, 2015, originally filed with the Securities and Exchange Commission on March 25, 2016 (the Original Filing ). This Amendment is being filed solely to include revised Exhibits 31.1 and 31.2, which replace the previously filed versions of those exhibits, to include certain statements required by Item 601(b)(31) of Regulation S-K inadvertently omitted when previously filed.

Except as described as above, no changes have been made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing, and the Company has not updated the disclosures contained therein to reflect any events that have occurred as of a date subsequent to the date of the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing and the Company's filings made with the SEC subsequent to the filing of the Original Filing. The filing of this Amendment is not an admission that the Original Filing, when filed, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

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**PART IV****Item 15. Exhibits, Financial Statement Schedules**

The following documents are filed as exhibits to this Amendment:

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>			<b>Filed</b>	
		<b>Form</b>	<b>SEC File No.</b>	<b>Exhibit</b>	<b>Filing</b>	<b>Herewith</b>
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.					X
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.					X

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

CAPNIA, INC.

August 9, 2016

By: /s/ Anish Bhatnagar, M.D.  
Anish Bhatnagar, M.D.,  
President and Chief Executive Officer

August 9, 2016

By: /s/ David O Toole  
David O Toole,  
Senior Vice President, Chief Financial Officer

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**EXHIBIT INDEX**

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