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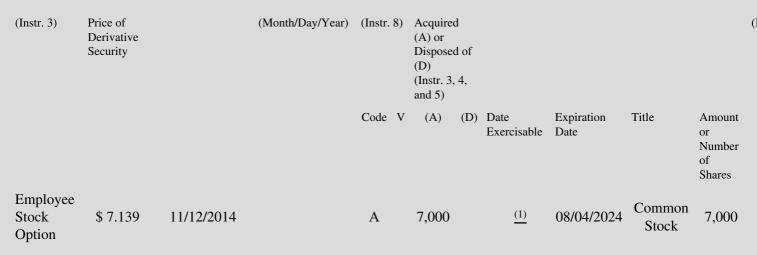
Capnia, Inc. Form 4									
November 14, 2014								PPROVAL	
UNI	ITED STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer					Expires:	January 31, 2005			
subject to Section 16. Form 4 or					Estimated burden hou response	average Jrs per			
11	on $17(a)$ of the	Public U	Itility Hol	lding Co		inge Act of 1934, t of 1935 or Secti 1940			
(Print or Type Responses)									
1. Name and Address of Re Harris William G	2. Issuer Name and Ticker or Trading Symbol Capnia, Inc. [CAPN]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First)	(Middle)	•	of Earliest T	-	1	(Che	eck all applicabl	e)	
(Mo			Day/Year) 2014			X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
REDWOOD CITY, CA	A 94065					Person		eporting	
(City) (State)	(Zip)	Tab	le I - Non-	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deen Execution any (Month/D		Date, if Transaction Code I		4. Securi onAcquired Disposed (Instr. 3,	d (A) or d of (D) 4 and 5)	Securities Beneficially Owned	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	Transaction(s) (Instr. 3 and 4)			
Reminder: Report on a separ	rate line for each c	lass of sec	urities bene	-	-	-			
				infor requi	mation con ired to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Harris William G 3 TWIN DOLPHIN DRIVE, SUITE 160 REDWOOD CITY, CA 94065	Х				
Signatures					
/s/ David O'Toole, As Attorney-in-Fact	11/14/2014				
**Signature of Reporting Person	Date				

Explanation of Responses:

- * 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).

Beginning on August 4, 2015, twenty-five percent (25%) of the shares subject to the Option shall vest, and each yearly anniversary thereafter, an additional twenty-five percent (25%) of the of the total number of shares subject to the Option shall vest, subject to

(1) Optionee's continuing to be a Service Provider on such dates; provided, however, that in the event that of a Change of Control (as defined below), 100% of the total number of shares that have not yet vested shall be immediately accelerate and vest immediately prior to such time, provided that Optionee is still providing services to the Company at such time. "Change of Control" shall have the meaning set forth in the Post-IPO Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.