

ORACLE PARTNERS LP
Form 4
May 16, 2018

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FEINBERG LARRY N

2. Issuer Name and Ticker or Trading Symbol
SOLENO THERAPEUTICS INC [SLNO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

200 GREENWICH AVENUE,

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GREENWICH, CT 06830

(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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.001 per share | 05/14/2018 | | P | | 40,100 A \$ 1.7916 | 1,668,323 | I See footnote (1) (4) (5) |
| Common Stock, par value \$0.001 per share | 05/14/2018 | | P | | 8,426 A \$ 1.7916 | 551,167 | I See footnote (2) (4) (5) |
| Common Stock, par | 05/15/2018 | | P | | 1,218 A \$ 1.9276 | 1,669,541 | I See footnote |

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| | | | | | | | | |
|-------------------------|------------|---|-----|---|--------|---------|---|--------------|
| value | | | | | | | | (1) (4) (5) |
| \$0.001 per share | | | | | | | | |
| Common Stock, par value | 05/15/2018 | P | 256 | A | \$ | 551,423 | I | See footnote |
| \$0.001 per share | | | | | 1.9276 | | | (2) (4) (5) |
| Common Stock, par value | | | | | | 217,096 | I | See footnote |
| \$0.001 per share | | | | | | | | (3) (4) (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FEINBERG LARRY N 200 GREENWICH AVENUE GREENWICH, CT 06830 | | X | | |
| ORACLE PARTNERS LP C/O ORACLE INVESTMENT MANAGEMENT, INC. | | X | | |

200 GREENWICH AVENUE
GREENWICH, CT 06830

Signatures

/s/ Larry N. Feinberg

05/16/2018

__Signature of Reporting Person

Date

ORACLE PARTNERS, L.P., By: Oracle Associates, LLC, its General Partner, By: /s/ Larry
N. Feinberg, Managing Member

05/16/2018

__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).

- (1) These securities are owned by Oracle Partners, LP. ("Partners").
- (2) These securities are owned by Oracle Ten Fund, L.P. ("Ten Fund").
- (3) These securities are owned by Oracle Institutional Partners, L.P. ("Institutional Partners").

Larry N. Feinberg serves as the managing member of Oracle Associates, LLC, the general partner of Partners, Institutional Partners and Ten Fund, and accordingly, may be deemed to be the indirect beneficial owner of the shares beneficially owned by Partners, Institutional Partners and Ten Fund. Mr. Feinberg is the sole shareholder, director and president of Oracle Investment Management, Inc., which serves

- (4) as investment manager to Partners, Institutional Partners and Ten Fund, and accordingly, may be deemed to be the beneficial owner of the shares beneficially owned by Partners, Institutional Partners and Ten Fund. Each of the Reporting Persons identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities.

- The filing of this statement shall not be deemed an admission that any of the Reporting Persons identified in this statement are, for
- (5) purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement other than those directly beneficially owned by them.

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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