

Capnia, Inc.  
Form 8-K  
April 21, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): April 15, 2016**

**CAPNIA, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36593**  
**(Commission**

**File No.)**  
**1235 Radio Road, Suite 110**

**77-0523891**  
**(IRS Employer**

**Identification Number)**

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**Redwood City, CA 94065**

**(Address of principal executive offices)**

**(650) 213-8444**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) Election of Director.

On April 15, 2016, the Board of Directors (the Board) of Capnia, Inc. (Capnia or the Company) appointed Rajen Dalal to the Board, effective immediately. Mr. Dalal was also appointed to the Nominating and Governing Committee of the Board effective April 15, 2016.

There are no arrangements or understandings between Mr. Dalal and any other person pursuant to which he was elected as a director, he has no family relationships with any of the Company's directors or executive officers, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Dalal will receive standard compensation and equity awards available to non-employee directors of the Company.

In connection with his appointment to the Board, Mr. Dalal has entered into the Company's standard form of Indemnification Agreement, a copy of which was filed as Exhibit 10.1 to the Registration Statement on Form S-1 (File No. 333-196635) filed with the SEC on June 10, 2014.

A press release announcing Mr. Dalal's appointment is filed as Exhibit 99.1 hereto. The information in the press release attached hereto shall not be deemed filed for purposes of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated April 18, 2016

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CAPNIA, INC.**

Date: April 21, 2016

By: /s/ David O Toole  
David O Toole  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated April 18, 2016