

Capnia, Inc.  
Form DEFR14A  
April 22, 2016

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

**SCHEDULE 14A**  
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2

**CAPNIA, INC.**

**(Name of Registrant as Specified In Its Charter)**

**Not applicable**

**(Name of Person(s) Filing Proxy Statement if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
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(4) Date Filed:

**CAPNIA, INC.**

**1235 Radio Road, Suite 110**

**Redwood City, CA 94065**

On April 20, 2016, Capnia, Inc., a Delaware corporation (the "Company"), filed a definitive proxy statement (the "Proxy Statement") with the Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies on behalf of the Board of Directors of the Company for use at the Company's 2016 Annual Meeting of Stockholders (the "Annual Meeting") and at any adjournments or postponements thereof. The Annual Meeting will be held at the Company's principal executive office located at 1235 Radio Road, Suite 110, Redwood City, CA 94065 on Wednesday June 8, 2016, at 8:00 a.m., Pacific Time.

This amendment to the Proxy Statement is being filed with the SEC by the Company to correct a clerical error in the Proxy Statement with respect to executive compensation of the Company's named executive officers set forth in the 2015 Summary Compensation Table, which inadvertently omitted the compensation awarded to or earned by the Company's named executive officers during the year ended December 31, 2014.

The 2015 Summary Compensation Table in the Proxy Statement, together with the paragraph immediately preceding the 2015 Summary Compensation Table, is replaced in its entirety with the following:

The Summary Compensation Table below sets forth information regarding the compensation awarded to or earned by our named executive officers during the years ended December 31, 2015, and December 31, 2014.

### Summary Compensation Table

| Name and principal position   | Year | Salary     | Bonus      | Stock Awards | Option awards | Nonqualified                               |                        | Other compensation | Total        |
|---|------|------------|------------|--------------|---------------|--|------------------------|--------------------|--------------|
|   |      |            |            |              |               | Deferred Non-equity incentive compensation | All Other compensation |                    |              |
| Anish Bhatnagar<br>Chief Executive Officer, President and Chief Operating Officer | 2015 | \$ 435,156 | \$ 185,000 |              | \$ 570,100    |  |                        | \$                 | \$ 1,190,256 |
|   | 2014 | \$ 433,125 | \$ 0       |              | \$ 406,274    |  |                        | \$                 | \$ 839,399   |
| David D. O Toole<br>Senior Vice President, Chief Financial Officer                | 2015 | \$ 265,000 | \$ 47,950  |              | \$ 108,732    |  |                        | \$                 | \$ 421,682   |
|   | 2014 | \$ 121,212 | \$ 0       |              | \$ 122,539    |  |                        | \$                 | \$ 243,751   |
| Anthony Wondka<br>Senior Vice President, Research & Development                   | 2015 | \$ 262,375 | \$ 45,500  |              | \$ 111,476    |  |                        | \$                 | \$ 419,351   |
|   | 2014 | \$ 246,750 | \$ 0       |              | \$ 63,216     |  |                        | \$                 | \$ 309,966   |

(1) The amounts in this column reflect the aggregate grant date fair value of each option award granted during the fiscal year ended December 31, 2015 or December 31, 2014, as applicable, computed in accordance with FASB ASC Topic 718. The valuation assumptions used in determining such amounts are described in Note 6 and Note 9 to our financial statements included in this prospectus.

Except as described above, this amendment to the Proxy Statement does not modify, amend, supplement or otherwise affect the Proxy Statement.