

Sinclair Andrew  
Form 4  
December 27, 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 \*  
Sinclair Andrew

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)  
12/21/2018

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

C/O SOLENO THERAPEUTICS INC., 1235 RADIO ROAD, SUITE 110

(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

REDWOOD CITY, CA 94065

(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	(A) or (D)	Price
Common Stock	12/21/2018		P		4,669,272	A	\$ 1.6
					4,669,272	I	

See Footnotes (1) (2)

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrant	\$ 2	12/21/2018		P	4,669,272	12/21/2018	12/21/2023	Common Stock \$0.01 par value	233,4
Stock Option (right to buy)	\$ 1.57	12/21/2018		A	20,000	(3)	12/21/2028	Common Stock \$0.01 par value	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sinclair Andrew C/O SOLENO THERAPEUTICS INC. 1235 RADIO ROAD, SUITE 110 REDWOOD CITY, CA 94065	X			

## Signatures

/s John Heard, as attorney-in-fact 12/27/2018

\*\*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) Shares are held by Abingworth Bioventures VII, LP ("ABV VII"). Abingworth LLP is the investment manager of ABV VII and has been delegated with all investment and dispositive power over the securities held by ABV VII. Reporting Person is a Partner and Portfolio Manager of Abingworth LLP.

(2) An investment committee approves investment and voting decisions by a majority vote, and no individual member has the sole control or voting power over the shares held by ABV VII. From time to time, the investment committee may delegate investment and voting authority over certain securities held by ABV VII to employees of Abingworth subject to the supervision and oversight of the investment committee, including any limits on such authority imposed by the investment committee in its discretion and the right of the investment committee to revoke such authority at any time. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

(3) This option was granted on December 21, 2018 with respect to 20,000 Common Shares with 100% of the shares vesting in 48 equal monthly installments beginning on December 21, 2018.

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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