

FEINBERG LARRY N
Form 4
December 21, 2018

FORM 4

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

OMB APPROVAL

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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)
262 HARBOR DRIVE, 3RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2018

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

(Street)
STAMFORD, CT 06902

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

(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, par value \$0.001 per share ("Common Stock")	12/19/2018		P		849,805	A	\$ 1.6063	2,519,346	I	See footnote (1) (4) (5)
Common Stock	12/19/2018		P		283,268	A	\$ 1.6063	834,691	I	See footnote (2) (4) (5)
	12/19/2018		P		112,062	A		329,158	I	

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Common Stock	\$ 1.6063	See footnote <u>(3)</u> <u>(4)</u> <u>(5)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 or Number of Shares
Common Stock Warrant (Right to Buy)	\$ 2	12/19/2018		P		42,490		06/19/2019	12/19/2023	Common Stock	42,490
Common Stock Warrant (Right to Buy)	\$ 2	12/19/2018		P		14,163		06/19/2019	12/19/2023	Common Stock	14,163
Common Stock Warrant (Right to Buy)	\$ 2	12/19/2018		P		5,603		06/19/2019	12/19/2023	Common Stock	5,603

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FEINBERG LARRY N
262 HARBOR DRIVE, 3RD FLOOR
STAMFORD, CT 06902

X

Signatures

/s/ Larry N.
Feinberg

12/20/2018

 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

- (4) Partners and Ten Fund. Mr. Feinberg is the sole shareholder, director and president of Oracle Investment Management, Inc., which serves 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 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.

- (5)
- (6) The reported securities are included within 849,805 units purchased by Partners for \$1.60625 per unit. Each unit consists of one share of common stock and one warrant to acquire 5% of a share of Common Stock.
- (7) The reported securities are included within 283,268 units purchased by Ten Fund for \$1.60625 per unit. Each unit consists of one share of common stock and one warrant to acquire 5% of a share of Common Stock.
- (8) The reported securities are included within 112,062 units purchased by Institutional Partners for \$1.60625 per unit. Each unit consists of one share of common stock and one warrant to acquire 5% of a share of Common Stock.

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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