

Capnia, Inc.  
Form 8-A12B/A  
November 12, 2014

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

**FORM 8-A/A**  
**(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Capnia, Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware** **77-0523891**  
**(State of incorporation or organization)** **(I.R.S. Employer Identification No.)**  
**3 Twin Dolphin Drive, Suite 160**  
**Redwood City, California 94025**

(Address of principal executive offices including zip code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common stock, par value \$0.001 per share</b>	<b>NASDAQ Capital Market</b>
<b>Series A warrants to purchase common stock</b>	<b>NASDAQ Capital Market</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-196635**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**Item 1. Description of Registrant's Securities to be Registered**

For a description of the securities of Capnia, Inc. (the Registrant) being registered hereunder, reference is made to the information set forth under the heading "Description of Securities" contained in the Registrant's Registration Statement on Form S-1 (File No. 333-196635), as initially filed with the Securities and Exchange Commission (the Commission) on June 10, 2014, as amended (the Registration Statement), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

**Item 2. Exhibits**

The following exhibits to this registration statement have been or will be filed as exhibits to the Registration Statement and are hereby incorporated by reference herein:

- 3.1<sup>(1)</sup> Amended and Restated Certificate of Incorporation of the Registrant.
- 3.3<sup>(1)</sup> Bylaws of the Registrant.
- 4.1<sup>(1)</sup> Form of Registrant's common stock certificate.
- 4.3<sup>(1)</sup> Form of Series A Warrant Agreement.
- 4.4<sup>(1)</sup> Form of Registrant's Series A warrant certificate.

(1) Incorporated by reference to the identically numbered exhibit filed with the Registration Statement.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: November 12, 2014

**CAPNIA, INC.**

By: /s/ Anish Bhatnagar  
Anish Bhatnagar  
Chief Executive Officer