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NASDAQ
THE NASDAQ OMX GROUP

COUNCIL

201-36593

Arnold Golub
Vice President
Office of General Counsel

By Electronic Mail

August 12, 2014

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on August 8, 2014 The Nasdaq Stock Market (the "Exchange") received from Capnia, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one share of common stock, par value \$0.001 per share, and a warrant to purchase one share of common stock
Common stock, par value \$0.001 per share
Warrants to purchase common stock

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,