

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Mohan Pankaj		2. Issuer Name and Ticker or Trading Symbol Sonnet BioTherapeutics Holdings, Inc. [SONN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 100 OVERLOOK CENTER, SUITE 102		3. Date of Earliest Transaction (Month/Day/Year) 04/01/2020		Chairman, President and CEO	
(Street) PRINCETON, NJ 08540		4. If Amendment, Date Original Filed(Month/Day/Year) 04/03/2020		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	04/01/2020		A		930,705	A	(1)	930,705	I	By Mohan Family Office (2)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mohan Pankaj 100 OVERLOOK CENTER, SUITE 102 PRINCETON, NJ 08540	X	X	Chairman, President and CEO	

Signatures

/s/ John Harry Cross III, power of attorney	06/05/2020
*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).

As reported on a Form 4 filed on April 3, 2020 (the "Original Form"), shares of common stock of Sonnet BioTherapeutics, Inc. ("Sonnet Sub") were converted into shares of the Issuer's common stock pursuant to the Agreement and Plan of Merger, dated as of October 10, 2019, as amended, by and among the Issuer, Sonnet Sub and Biosub Inc. (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each share of Sonnet Sub common stock was exchanged for approximately 0.106572 shares of the Issuer's common stock. This amendment is being filed in order to correct (1) that the Original Form did not have the box for "10% Owner" in Box 5 checked, although the Reporting Person is required to check that box, and (2) the number of shares of the Issuer's common stock that were issued pursuant to the Merger Agreement in exchange for the shares of Sonnet Sub common stock previously held by the Mohan Family Office.

(2) Reporting Person jointly exercises dispositive and voting power over the securities owned by the Mohan Family Office.

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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