

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 10, 2021**

**SONNET BIOTHERAPEUTICS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-35570**

(Commission  
File Number)

**20-2932652**

(IRS Employer  
Identification No.)

**100 Overlook Center, Suite 102  
Princeton, New Jersey 08540**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(609) 375-2227**

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 Par Value	SONN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On June 10, 2021, Sonnet BioTherapeutics Holdings, Inc. (the "Company") executed its final issuance of shares of its common stock, par value \$0.0001 per share (the "Common Stock") under the At-the-Market Sales Agreement (the "Sales Agreement") between the Company and BTIG, LLC ("BTIG"), dated February 5, 2021, pursuant to which the Company had the ability to offer and sell, from time to time, through BTIG, shares of Common Stock having an aggregate offering price of up to \$15,875,000 (the "Shares"). From February 2021 to June 2021, the Company executed issuances of an aggregate of 7,454,238 Shares for aggregate gross proceeds of \$15,874,999 and paid BTIG an aggregate of \$476,250 in cash fees. The final issuance is expected to settle on June 14, 2021.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sonnet BioTherapeutics Holdings, Inc.  
a Delaware corporation  
(Registrant)

Date: June 14, 2021

By: /s/ Pankaj Mohan, Ph.D.

Name: Pankaj Mohan, Ph.D.

Title: Chief Executive Officer

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