

August 16, 2021

**VIA EDGAR**

United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549-6010

Re: Sonnet BioTherapeutics Holdings, Inc.  
Registration Statement on Form S-1 (File No. 333-258092)

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended (the "Act"), we hereby join in the request of the registrant that the effectiveness of the above-captioned Registration Statement, as amended, be accelerated to 4:30 p.m., Eastern Time, on August 17, 2021, or as soon thereafter as practicable, or at such other time as the registrant or its counsel may request by telephone call to the Staff of the Division of Corporation Finance of the Securities and Exchange Commission.

Pursuant to Rule 460 under the Act, the undersigned wishes to advise you that there will be distributed to each underwriter or dealer, who is reasonably anticipated to participate in the distribution of the security, as many copies of the proposed form of preliminary prospectus as appears to be reasonable to secure adequate distribution of the preliminary prospectus.

The undersigned advises that it has complied and will continue to comply with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

*[Signature page follows.]*

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Very truly yours,

BTIG, LLC

Acting on their own behalf  
and as Representative of the several  
Underwriters listed on Schedule I to the Underwriting Agreement.

By: BTIG, LLC

By: /s/ KC Stone

Name: KC Stone

Title: Managing Director

*[Signature Page to Underwriters Acceleration Request Letter]*

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