

**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): **April 11, 2022**

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 11, 2022, the Board of Directors of Sonnet BioTherapeutics Holdings, Inc. (the "Company") approved an amendment (the "Amendment") to the Bylaws, as amended (the "Bylaws"), of the Company to clarify the majority voting standards required to elect directors and decide questions presented at the meetings of the Company's stockholders. According to the Amendment, when a quorum is present at any meeting of the Company's stockholders, all elections and questions presented at such meeting shall be decided by the vote of a majority of the votes cast as described in the Amendment.

The foregoing summary of the Amendment set forth under this Item 5.03 does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment, which is attached hereto as Exhibit 3.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit
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3.1	Amendment to the Bylaws of Sonnet BioTherapeutics Holdings, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: April 11, 2022

By: /s/ Pankaj Mohan, Ph.D.
Name: Pankaj Mohan, Ph.D.
Title: Chief Executive Officer

**AMENDMENT TO THE BYLAWS OF
SONNET BIOTHERAPEUTICS HOLDINGS, INC.**

This Amendment (this “Amendment”) to the Bylaws, as amended (the “Bylaws”), of Sonnet BioTherapeutics Holdings, Inc., a Delaware corporation (the “Corporation”), has been adopted and approved by the Board of Directors of the Corporation on April 11, 2022 and is effective as of April 11, 2022. Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Bylaws.

1. Article II, Section 5 is hereby amended to read as follows:

Section 5. Quorum. The holders of a majority of the voting power of the stock issued and outstanding and entitled to vote at the meeting, whether present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business, except as otherwise provided by statute or the Certificate of Incorporation of the Corporation. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

2. Article II, Section 9 is hereby amended to read as follows:

Section 9. Voting. At each meeting of the shareholders, each shareholder having the right to vote thereat shall be entitled to vote in person or by proxy appointed by an instrument in writing or by an electronic transmission permitted by law filed in accordance with the procedure established for the meeting, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. Except as otherwise provided by the Certificate of Incorporation of the Corporation, each shareholder shall have one (1) vote for each share of stock having voting power, registered in his, her or its name on the books of the Corporation as of the record date for determining shareholders entitled to vote at the meeting. Except as otherwise provided by the Certificate of Incorporation of the Corporation, these Bylaws, the rules or regulations of any stock exchange applicable to the Corporation, or applicable law or pursuant to any regulation applicable to the Corporation or its securities, when a quorum is present at any meeting, all elections and questions presented at such meeting shall be decided by the vote of a majority of the votes cast. For purposes of this Section 9, a majority of the votes cast means that the number of shares affirmatively voted “for” the election of a director or question exceeds the number of votes cast “against” the election of such director or question. Abstentions and broker non-votes shall not be counted as votes cast.
