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

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(A)  
OF THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. )**

Filed by the Registrant   
Filed by a party other than the Registrant   
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

**SONNET BIOTHERAPEUTICS HOLDINGS, INC.**

(Name of Registrant as Specified In Its Charter)

**(Name(s) of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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# SONNET BIOTHERAPEUTICS HOLDINGS, INC.

## Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Stockholders to be held virtually on June 2, 2022 at 9:00 A.M. Eastern time

This communication is not a form of voting and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Notice to Stockholders, Proxy Statement and Annual Report are available at <http://www.viewproxy.com/sonn/2022>

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 24, 2022 to facilitate timely delivery.

Important information regarding the Internet availability of the Company's proxy materials, instructions for accessing your proxy materials and voting online and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.

### STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING.

To the Stockholders of Sonnet Biotherapeutics Holdings, Inc.

The 2022 Annual Meeting of Stockholders of Sonnet Biotherapeutics Holdings, Inc. will be held virtually June 2 2022 at 9:00 a.m. Eastern time. As a Registered Holder, you may attend the Annual Meeting via the Internet and vote your shares during the Annual Meeting by first registering at <http://www.viewproxy.com/sonn/2022/htype.asp> and then using your Virtual Control Number below. Your registration must be received by 11:59 PM Eastern time on May 30, 2022. On the day of the Annual Meeting, if you have properly registered, you may log in using the password you received via email in your registration confirmation and follow the instructions to vote your shares. Please have your Virtual Control Number with you during the Annual Meeting in order to vote. Further instructions on how to attend and vote during the Annual Meeting are contained in the Proxy Statement in the sections titled "About the Meeting - Who can attend the meeting?" and "About the Meeting - How do I vote?"

Voting Items:

1. To elect five directors to the Board of Directors to hold office for the following year until their successors have been duly elected and qualified nominees: Pankaj Mohan, Ph.D., Nailesh Bhatt, Albert Dyrness, Donald Griffith, Raghu Rao.
2. To approve an amendment to our certificate of incorporation, as amended, to effect a reverse stock split of our issued and outstanding shares of common stock, at a specific ratio, ranging from two-for-one (2:1) to twenty-for-one (20:1), at any time prior to the one-year anniversary date of the annual meeting, with the exact ratio to be determined by the board.
3. To approve an amendment to our certificate of incorporation, as amended, to increase our authorized shares of common stock from 125,000,000 to 250,000,000.
4. To approve, on an advisory basis, the executive compensation of the company's named executive officers as described in the accompanying Proxy Statement.
5. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending September 30, 2022.

The Securities and Exchange Commission rules permit us to make our proxy materials available to our stockholders via the Internet.

**Material for this Annual Meeting and future meetings may be requested by one of the following methods:**

**INTERNET**

Go to <http://www.viewproxy.com/sonn/2022> Have the 11-digit control number available when you access the website and follow the instructions.

**TELEPHONE**

**877-777-2857 TOLL FREE**

**E-MAIL**

By email at [requests@viewproxy.com](mailto:requests@viewproxy.com)

\* If requesting material by e-mail, please send a blank e-mail with the company name and your 11-digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

**You must use the 11-digit control number located in the box below to attend the Annual Meeting virtually, to vote via Internet or to request proxy materials.**

VIRTUAL CONTROL NUMBER

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## SONNET BIOTHERAPEUTICS HOLDINGS, INC.

### HOW TO REGISTER FOR THE VIRTUAL ANNUAL MEETING

The 2022 Annual Meeting of Stockholders of Sonnet Biotherapeutics Holdings, Inc. will be held virtually on June 2, 2022 at 9:00 A.M. Eastern time. As a Registered Holder, you may attend the Annual Meeting via the Internet and vote your shares during the Annual Meeting by first registering at <http://www.viewproxy.com/sonn/2022/htype.asp> using your Virtual Control Number. Your registration must be received by 11:59 P.M. Eastern time on June 1, 2022. On the day of the Annual Meeting, if you have properly registered, you may log in to the Annual Meeting by clicking on the link provided and the password you received via email in your registration confirmations and follow the instructions to vote your shares. Please have your Virtual Control Number with you during the Annual Meeting in order to vote. Further instructions on how to attend and vote during the Annual Meeting are contained in the Proxy Statement in the sections titled "About the Meeting - Who can attend the meeting?" and "About the Meeting - How do I vote?"

The following proxy materials are available to you to review:

- The Company's Annual Report on Form 10-K
- The Company's 2022 Proxy Statement

#### **View Online:**

Have your 11-digit control number in hand and visit <http://www.viewproxy.com/sonn/2022/htype.asp>

#### **Request and Receive a Paper or E-Mail Copy:**

By Internet: <http://www.viewproxy.com/sonn/2022>

By Telephone: 1-877-777-2857 TOLL FREE

By E-Mail: [requests@viewproxy.com](mailto:requests@viewproxy.com). Please include the company name and your 11-digit control number in the subject line; do not include any other text or message in the e-mail.

### VOTING METHODS

Via Internet Prior to the Annual Meeting: Go to [www.fcrrvote.com/SONN](http://www.fcrrvote.com/SONN)

Have your 11-digit control number available and follow the prompts.

Your electronic vote prior to the Annual Meeting authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned a proxy card.

Via Internet during the Annual Meeting: Go to [www.fcrrvote.com/SONN](http://www.fcrrvote.com/SONN)

Have your 11-digit control number available and follow the prompts.

Via Mail: Request a paper copy of the materials which includes a proxy card. Follow the instructions on the proxy card for voting by mail.

Via Telephone: Request a paper copy of the materials, which includes a proxy card. Follow the instructions on the proxy card for voting by telephone.

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