

**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): **May 10, 2022**

SONNET BIOTHERAPEUTICS HOLDINGS, INC.

(Exact Name of Registrant as Specified in 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) (Zip Code)

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 or to be 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 2.02. Results of Operations and Financial Condition.

On May 10, 2022, Sonnet BioTherapeutics Holdings, Inc. (the "Registrant") issued a press release regarding financial results for the quarter ended March 31, 2022. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated by reference herein.

Forward-Looking Statements

This report, including Exhibit 99.1 furnished herewith, contains forward-looking statements within the meaning of the federal securities laws. Forward-looking statements typically are identified by use of terms such as "may," "will," "should," "plan," "expect," "anticipate," "estimate" and similar words, and the opposites of such words, although some forward-looking statements are expressed differently. Forward-looking statements involve known and unknown risks and uncertainties that exist in the Registrant's operations and business environment, which may be beyond the Registrant's control, and which may cause actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be forward-looking statements. For example, forward-looking statements include, without limitation: statements regarding prospects for additional customers; market forecasts; projections of earnings, revenues, synergies, accretion or other financial information; and plans, strategies and objectives of management for future operations. The risks and uncertainties referred to above include, but are not limited to, risks detailed from time to time in the Registrant's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended September 30, 2021 and subsequently filed Quarterly Reports on Form 10-Q. These risks could cause actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, the Registrant. Forward-looking statements represent the judgment of management of the Registrant regarding future events. Although the Registrant believes that the expectations reflected in such forward-looking statements are reasonable at the time that they are made, the Registrant can give no assurance that such expectations will prove to be correct. Unless otherwise required by applicable law, the Registrant assumes no obligation to update any forward-looking statements, and expressly disclaims any obligation to do so, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

Exhibit

99.1

[Press Release, dated May 10, 2022](#)

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Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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: May 10, 2022

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

Name: Pankaj Mohan, Ph.D.

Title: Chief Executive Officer

Sonnet BioTherapeutics Provides Fiscal Year 2022 Second Quarter Business and Earnings Update

- *IND for SON-1010 cleared by FDA with first patient dosed in trial for advanced solid tumors*
- *SON-080 on track to begin clinical studies by mid-2022*
- *Preclinical data for SON-1010, SON-1210, and SON-1410 presented at the 2022 AACR Annual Meeting*
- *Preclinical development of additional F_HAB pipeline assets progressing forward*

PRINCETON, NJ / ACCESSWIRE / May 10, 2022 / Sonnet BioTherapeutics Holdings, Inc. (NASDAQ:SONN) (“Sonnet” or the “Company”), a biopharmaceutical company developing innovative targeted biologic drugs, announced today its financial results for the three and six months ended March 31, 2022 and provided a business update.

“We are excited to have initiated the first clinical trial with our lead Fully Human Albumin Binding pipeline asset, SON-1010,” said Pankaj Mohan, Ph.D., Founder and CEO. “This represents a great accomplishment for our research team, and we look forward to continuing the progress by also advancing SON-080 into the clinic by mid-year. Additionally, we plan to initiate a non-human primate non-GLP toxicology study for SON-1210 later this quarter.”

“We continue to focus on our financing strategy and are on track with our R&D activities in 2022. We believe there is significant value in our pipeline that is not reflected in our current valuation that we will seek to unlock during this pivotal year for Sonnet,” commented Jay Cross, CFO.

FY 2022 Second Quarter and Recent Corporate Updates

Sonnet provided the following corporate updates for the 2022 calendar year:

- IND cleared for SON-1010 and clinical trial initiated; initial safety data for this study are anticipated in the second half of 2022.
- Continued cGMP manufacturing of SON-080, with clinical study initiation planned for the first half of 2022 in patients with Chemotherapy Induced Peripheral Neuropathy (CIPN).
- Preparing initiation of a non-GLP pre-clinical toxicity study of SON-1210 in non-human primates in the second quarter of 2022.
- Completed sequence confirmation for SON-3015 and preparing for initial *in vivo* mice studies in the second half of 2022.
- Lead optimization is underway to initiate chemistry, manufacturing and controls (CMC) with cell line development for SON-1410 in the second quarter of 2022.

FY 2022 Second Quarter Ended March 31, 2022 Financial Results

- As of March 31, 2022, Sonnet had \$13.6 million cash on hand.
- Research and development expenses were \$6.4 million for the three months ended March 31, 2022, compared to \$3.8 million for the three months ended March 31, 2021. The increase of \$2.6 million was primarily due to the development of the cell lines for SON-1010, SON-1210 and SON-080, and an increase in payroll and share-based compensation expense as we continue to expand our operations.
- General and administrative expenses were \$1.9 million for the three months ended March 31, 2022, compared to \$2.2 million for the three months ended March 31, 2021. The decrease of \$0.3 million was primarily due to a decrease in payroll expense.

About Sonnet BioTherapeutics Holdings, Inc.

Founded in 2011, Sonnet BioTherapeutics is an oncology-focused biotechnology company with a proprietary platform for innovating biologic drugs of single or bispecific action. Known as F_HAB (Fully Human Albumin Binding), the technology utilizes a fully human single chain antibody fragment (scFv) that binds to and “hitch-hikes” on human serum albumin (HSA) for transport to target tissues. F_HAB is the foundation of a modular, plug-and-play construct for potentiating a range of large molecule therapeutic classes, including cytokines, peptides, antibodies and vaccines.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and Private Securities Litigation Reform Act, as amended, including those relating to the Company’s product development, clinical and regulatory timelines, market opportunity, competitive position, possible or assumed future results of operations, business strategies, potential growth opportunities and other statements that are predictive in nature. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which we operate and management’s current beliefs and assumptions.

These statements may be identified by the use of forward-looking expressions, including, but not limited to, “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate,” “potential,” “predict,” “project,” “should,” “would” and similar expressions and the negatives of those terms. These statements relate to future events or our financial performance and involve known and unknown risks, uncertainties, and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include those set forth in the Company’s filings with the Securities and Exchange Commission. Prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this press release. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Sonnet BioTherapeutics Investor Contact

Michael V. Morabito, Ph.D.
Solebury Trout
917-936-8430
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| | 2022 | 2021 |
|--|---------------|---------------|
| Assets | | |
| Current assets: | | |
| Cash | \$ 13,635,528 | \$ 27,622,067 |
| Prepaid expenses and other current assets | 1,280,133 | 1,189,474 |
| Total current assets | 14,915,661 | 28,811,541 |
| Property and equipment, net | 52,634 | 59,056 |
| Operating lease right-of-use asset | 78,000 | 123,213 |
| Total assets | \$ 15,046,295 | \$ 28,993,810 |
| Liabilities and stockholders' equity | | |
| Current liabilities: | | |
| Related-party notes | \$ 748 | \$ 748 |
| Accounts payable | 4,036,420 | 3,781,299 |
| Accrued expenses | 2,104,936 | 2,310,410 |
| Operating lease liability | 79,603 | 94,520 |
| Deferred income | 291,255 | 516,374 |
| Total current liabilities | 6,512,962 | 6,703,351 |
| Operating lease liability | — | 30,612 |
| Total liabilities | 6,512,962 | 6,733,963 |
| Stockholders' equity: | | |
| Preferred stock; \$0.0001 par value: 5,000,000 shares authorized. No shares issued or outstanding | — | — |
| Common stock; \$0.0001 par value: 125,000,000 shares authorized; 60,263,137 and 60,250,637 issued and outstanding at March 31, 2022 and September 30, 2021, respectively | 6,026 | 6,025 |
| Additional paid-in capital | 84,626,005 | 83,943,040 |
| Accumulated deficit | (76,098,698) | (61,689,218) |
| Total stockholders' equity | 8,533,333 | 22,259,847 |
| Total liabilities and stockholders' equity | \$ 15,046,295 | \$ 28,993,810 |

See 10-Q filed today for notes to consolidated financial statements

Sonnet BioTherapeutics Holdings, Inc.
Consolidated Statements of Operations
(unaudited)

| | Three Months Ended March 31, | | Six Months Ended March 31, | |
|--|---------------------------------|----------------|-------------------------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| Collaboration revenue | \$ 95,320 | \$ — | \$ 225,119 | \$ — |
| Operating expenses: | | | | |
| Research and development | 6,405,273 | 3,840,399 | 10,671,138 | 7,706,407 |
| General and administrative | 1,900,263 | 2,196,632 | 3,979,149 | 4,194,617 |
| Total operating expenses | 8,305,536 | 6,037,031 | 14,650,287 | 11,901,024 |
| Loss from operations | (8,210,216) | (6,037,031) | (14,425,168) | (11,901,024) |
| Foreign exchange gain (loss) | 1,717 | (2,076) | 15,688 | (15,323) |
| Net loss | \$ (8,208,499) | \$ (6,039,107) | \$ (14,409,480) | \$ (11,916,347) |
| Per share information: | | | | |
| Net loss per share, basic and diluted | \$ (0.14) | \$ (0.32) | \$ (0.24) | \$ (0.66) |
| Weighted average shares outstanding, basic and diluted | 60,294,838 | 18,742,926 | 60,293,914 | 17,972,329 |

See 10-Q filed today for notes to consolidated financial statements