

**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 2, 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**
(Address of principal executive offices)

08540
(Zip Code)

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

Not Applicable

(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 (see General Instruction A.2. below):

- 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	Name of Each Exchange on Which Registered
Common Stock, par value \$0.0001 per share	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.07 Submission of Matters to a Vote of Security Holders.

On June 2, 2022, Sonnet BioTherapeutics Holdings, Inc. (the "Company") announced that the Company's 2022 Annual Meeting of Stockholders (the "Annual Meeting") was convened without a quorum. In order to conduct the business of the Annual Meeting, the Company required the presence, in person or by proxy, of a quorum consisting of a majority of the outstanding shares of common stock entitled to vote as of April 4, 2022 (the "Record Date"). At the Annual Meeting, a total of 45.68% of the outstanding shares of common stock as of the Record Date were present. Accordingly a quorum was not present at the Annual Meeting, none of the scheduled business was conducted, and pursuant to the Company's bylaws, as amended, the Company's stockholders approved an adjournment of the Annual Meeting to 9:00 a.m. Eastern Time on June 23, 2022, to allow additional time for stockholders to vote and obtain a quorum.

The vote results for the proposal to adjourn, the only proposal able to be acted upon due to the absence of a quorum at the Annual Meeting, were as follows:

Votes For	Votes Against	Abstentions
27,529,246	0	0

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)

Dated: June 3, 2022

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