

February 6, 2023

**VIA EDGAR**

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

**Re: Sonnet BioTherapeutics Holdings, Inc. (the "Company")  
Registration Statement on Form S-1 (File No. 333-269307)**

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended, the Company hereby requests that the above-referenced Registration Statement (the "Registration Statement") be declared effective by the Securities and Exchange Commission at 5:00 p.m., Eastern Time, on February 7, 2023, or as soon as practicable thereafter.

Please call Alexander E. Dinur of Lowenstein Sandler LLP at 973-422-6732 to confirm the effectiveness of the Registration Statement or with any questions.

Very truly yours,

**SONNET BIOTHERAPEUTICS HOLDINGS, INC.**

By: */s/ Pankaj Mohan*  
Name: Pankaj Mohan  
Title: Chief Executive Officer

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