SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person [*]

Kenney Richard T

(Last)	(First)	(Middle)

100 OVERLOOK CENTER, SUITE 102

(Street)

PRINCETON, NJ 08540

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Sonnet BioTherapeutics Holdings, Inc. [SONN]

3. Date of Earliest Transaction (Month/Day/Year)
01/07/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director	10% Owner
X Officer (give title below)	Other (specify below)

Chief Medical Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/07/2023		D		14,627[(1)]	D	[(1)]	3,571[(2)(3)]	D	
Common Stock	01/07/2023		A		14,627[(1)]	A	[(1)]	18,198[(3)]	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. On December 14, 2022, the Reporting Person was granted 14,627 restricted stock units to be settled in shares of common stock, par value $0.0001. On January 7, 2023, the 14,627 restricted stock units granted to the Reporting Person were rescinded and canceled. On the same day, the Reporting Person was granted a restricted stock award of 14,627 shares of common stock. The shares in connection with the restricted stock award become fully vested on January 1, 2024, provided the Reporting Person remains in continuous service through such date.

2. A Form 4 that was filed by the Reporting Person on December 22, 2022, incorrectly included amounts in Column 5 of Table I that did not reflect a 14:1 reverse stock split of the Issuer's common stock, effective September 16, 2022.

3. Includes unvested restricted stock units.

/s/ John Harry Cross III, power of attorney   02/17/2023

** Signature of Reporting Person   Date