

September 28, 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.
Registration Statement on Form S-1
File No. 333-274581**

Ladies and Gentlemen:

Sonnet BioTherapeutics Holdings, Inc. hereby requests that its acceleration request dated September 28, 2023 be withdrawn. Please call Tracy F. Buffer of Lowenstein Sandler LLP at (973) 597-2434 with any questions.

Sincerely,

SONNET BIOTHERAPEUTICS HOLDINGS, INC.

By: /s/ Pankaj Mohan

Name: Pankaj Mohan

Title: Chief Executive Officer
