

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

---

**FORM 15**

---

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION  
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-35570

---

**SONNET BIOTHERAPEUTICS HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

---

100 Overlook Center, Suite 102  
Princeton, New Jersey 08540  
609-375-2227

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$0.0001 par value per share  
(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

---

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)   
Rule 12g-4(a)(2)   
Rule 12h-3(b)(1)(i)   
Rule 12h-3(b)(1)(ii)   
Rule 15d-6   
Rule 15d-22(b)

Approximate number of holders of record as of the certification or notice date: One

Pursuant to the requirements of the Securities Exchange Act of 1934, Sonnet BioTherapeutics Holdings, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: December 16, 2025

By: /s/ Raghu Rao  
Name: Raghu Rao  
Title: Chief Executive Officer

---