

(Print or Type Responses)

1. Name and Address of Reporting Person

Mohan Pankaj

(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]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director

☐ 10% Owner

☒ Officer (give title below)

Other (specify below)

Chairman, President and CEO

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

07/02/2020

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

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

☒ 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	07/02/2020		A		319,866	A	\$ 0	322,266	D	
Common Stock								7,992	I	By child
Common Stock								930,705	I	By Mohan Family Office

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.


SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: 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				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mohan Pankaj 100 OVERLOOK CENTER, SUITE 102 PRINCETON,, NJ 08540	X		Chairman, President and CEO	

Signatures

/s/ John Harry Cross III, power of attorney		07/02/2020
 Signature of Reporting Person		Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On July 2, 2020, the Reporting Person was granted 319,866 restricted stock units, which will be settled in shares of common stock, par value \$0.0001. The restricted stock units vest as to 50% of the restricted stock units on April 2, 2021 and 50% of the restricted stock units on April 2, 2022.
- (2) Reporting Person jointly exercises dispositive and voting power over the securities owned by the Mohan Family Office.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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