



DIVISION OF  
CORPORATION FINANCE

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

December 21, 2020

Pankaj Mohan, Ph.D.  
Chief Executive Officer  
Sonnet BioTherapeutics Holdings, Inc.  
100 Overlook Center, Suite 102  
Princeton, NJ 08540

**Re: Sonnet BioTherapeutics Holdings, Inc.  
Registration Statement on Form S-3  
Filed December 17, 2020  
File No. 333-251406**

Dear Dr. Mohan:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Jason L. Drory 202-551-8342 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Steven M. Skolnick, Esq.