

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Dyrness Albert D.			2. Issuer Name and Ticker or Trading Symbol Sonnet BioTherapeutics Holdings, Inc. [SONN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2020					
100 OVERLOOK CENTER, SUITE 102								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
PRINCETON,, NJ 08540								
(City)			(State)			(Zip)		

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	04/01/2020		A		2,557	A	(1)	2,557	D	

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)	
						Date Exercisable	Expiration Date						Title
Warrant to Purchase Common Stock	\$ 29.32	04/01/2020		A	1,279	04/01/2020	12/03/2022	Common Stock	1,279	(2)	1,279	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dyrness Albert D. 100 OVERLOOK CENTER, SUITE 102 PRINCETON,, NJ 08540	X			

Signatures

/s/ John Harry Cross III, power of attorney	04/03/2020
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

Shares of common stock of the corporation known as Sonnet BioTherapeutics, Inc. ("Sonnet Sub") were converted into shares of the Issuer pursuant to that certain Agreement and Plan of Merger, dated as of October 10, 2019, as amended, by and among the Issuer, Sonnet Sub and Biosub Inc., a Delaware corporation (the "Merger Agreement"). Pursuant to the terms of the

(1) Merger Agreement, each share of Sonnet Sub common stock was exchanged for approximately 0.106572 shares of the Issuer's common stock, subject to adjustment for any reverse stock split. Prior to the merger, the Issuer effected a reverse stock split at a ratio of one new share for every 26 shares of Issuer common stock outstanding and the Issuer changed its name to Sonnet BioTherapeutics Holdings, Inc. All share numbers reflect the reverse stock split.

Prior to the merger, Reporting Person held warrants to purchase 12,000 shares of the common stock of Sonnet Sub at an exercise price of \$3.125 per share. Pursuant to the Merger

- (2) Agreement, these warrants were converted into warrants to purchase 1,279 shares of Issuer common stock (as adjusted for the stock split) at a per share exercise price of \$29.32 per share (as adjusted for the stock split).

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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