

SONA MOBILE HOLDINGS CORP
 Form 4
 October 04, 2006

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kreloff Shawn

2. Issuer Name and Ticker or Trading Symbol
 SONA MOBILE HOLDINGS CORP
 [SNMB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/02/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 CHAIRMAN, PRESIDENT & CEO

C/O SONA MOBILE HOLDINGS CORP., 825 THIRD AVENUE, 32ND FLOOR

(Street)

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

NEW YORK, NY 10022

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 2,963,245 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) | 8. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Options to purchase common stock | \$ 1.6 | | | | | (1) 10/13/2010 | Common Stock | 2 |
| Options to purchase common stock | \$ 0.7 | | | | | 07/13/2007(2) 07/13/2016 | Common Stock | 5 |
| Warrants to purchase common stock | \$ 0.83 (4) | | | | | 07/07/2006 07/07/2011 | Common Stock | 4 |
| Options to purchase common stock | \$ 0.63 | 10/02/2006 | | A | 3,000,000 | 10/02/2007(5) 10/02/2016 | Common Stock | 3,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Krelloff Shawn C/O SONA MOBILE HOLDINGS CORP. 825 THIRD AVENUE, 32ND FLOOR NEW YORK, NY 10022 | X | | CHAIRMAN, PRESIDENT & CEO | |

Signatures

Shawn Krelloff 10/04/2006
 **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).

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- (1) The stock option is exercisable as follows: (a) 166,666 shares are currently exercisable; and (b) an additional 83,333 shares will be exercisable on or after 09/30/07.

These options were granted to the reporting person on July 13, 2006 and are exercisable as follows: (i) on or after July 13, 2007 to

- (2) purchase 166,667 shares of common stock; (ii) on or after July 13, 2008 to purchase an additional 166,667 shares of common stock; and (iii) on or after July 13, 2009 to purchase an additional 166,666 shares of common stock.

- (3) Not applicable.

- (4) Subject to adjustment in the event the issuer does not meet certain revenue goals.

These options were granted to the reporting person on October 2, 2006 and are exercisable as follows: (i) on or after October 2, 2007 to

- (5) purchase 1,000,000 shares of common stock; (ii) on or after October 2, 2008 to purchase an additional 1,000,000 shares of common stock; and (iii) on or after October 2, 2009 to purchase an additional 1,000,000 shares of common stock.

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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