

SONA MOBILE HOLDINGS CORP
 Form 5
 March 09, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Kreloff Shawn

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CHAIRMAN OF THE BOARD

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 11/17/2005 | ^ | C4 | (A) or (D) Price | 2,879,911 (1) | A | \$ (1) 2,879,911 D ^ |

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

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SEC 2270 (9-02)

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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 Underlying Security (Instr. 3) |
|---|--|---|---|-----------------------------------|--|---|--|
| SERIES A CONVERTIBLE PREFERRED STOCK | Â | 11/17/2006 | Â | C4 | (A) 59,859 (D) | Date Exercisable: 04/19/2010 Expiration Date: (4) | Com Stoc |
| STOCK OPTION (RIGHT TO BUY) | \$ 1.6 | 10/13/2005 | Â | A4 | 250,000 (A) (D) | Date Exercisable: 10/13/2010 Expiration Date: (5) | Com Stoc |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kreloff Shawn C/O SONA MOBILE HOLDINGS CORP. 825 THIRD AVENUE, 32ND FLOOR NEW YORK, NY 10022 | Â X | Â | Â CHAIRMAN OF THE BOARD | Â |

Signatures

Shawn Kreloff 02/28/2006
 **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).
- Issued upon the automatic conversion on 11/17/2005 of the Issuer's Series A Convertible Preferred Stock into shares of the Issuer's
- (1) Common Stock at the ratio of 48.11159 shares of Common Stock for each share of Series A Convertible Preferred Stock held, as provided in the Certificate of Designation, as amended, for the Series A Preferred Stock.
 - (2) Issued in a merger in exchange for shares of common stock of the merged entity at the ratio of 1 share of Series A Preferred Stock for 10 shares of common stock.
 - (3) 1 for 48.11159.
 - (4) Immediate.
 - (5) The stock option is exercisable as follows: (a) 83,333 shares currently exercisable; (b) 83,333 shares vest 09/30/06; and (c) 83,334 shares vest 09/30/2007.
 - (6) Not Applicable.

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

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