

SONA MOBILE HOLDINGS CORP
 Form 3
 November 05, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Krefloff Shawn (Last) (First) (Middle) C/O SONA MOBILE HOLDINGS CORP., 245 PARK AVENUE (Street) NEW YORK, NY 10167 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/30/2008 | 3. Issuer Name and Ticker or Trading Symbol SONA MOBILE HOLDINGS CORP [SNMB.OB] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. 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 |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 6,737,604 | D | |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Warrants (right to buy) | 07/07/2006 | 07/07/2011 | Common Stock | 41,666 | \$ 0.45 | D | Â |
| Warrants (right to buy) | 07/07/2006 | 07/07/2011 | Common Stock | 833,333 | \$ 0.45 | D | Â |
| Options (right to buy) | 10/13/2005 ⁽¹⁾ | 10/13/2010 | Common Stock | 250,000 | \$ 1.6 | D | Â |
| Options (right to buy) | 07/13/2007 ⁽²⁾ | 07/13/2016 | Common Stock | 500,000 | \$ 0.7 | D | Â |
| Options (right to buy) | 10/02/2007 ⁽³⁾ | 10/02/2016 | Common Stock | 3,000,000 | \$ 0.63 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kreloff Shawn C/O SONA MOBILE HOLDINGS CORP. 245 PARK AVENUE NEW YORK, NY 10167 | Â | Â X | Â | Â |

Signatures

/s/ Shawn Kreloff 11/03/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These stock option vested as follows: (a) 83,333 shares immediately; (b) 83,333 shares on 09/30/06; and (c) 83,334 shares on 09/30/2007.
- (2) These stock option vest as follows: (i) 166,667 shares of common stock on July 13, 2007; (ii) 166,667 shares of common stock on July 13, 2008 and (iii) 166,667 shares of common stock on or after July 13, 2009.
- (3) These stock options vest as follows: (i) 1,000,000 shares of common stock on October 2, 2007; (ii) 1,000,000 shares of common stock on October 2, 2008 and (iii) 1,000,000 shares of common stock on or after October 2, 2009.

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Remarks:

The Reporting Person believes that the Issuer claims that the options set forth above were cancelled upon termination of Reporting Person's employment with Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.