SONA MOBILE HOLDINGS CORP

Form 5

March 02, 2006 **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **BUSH JOHN** Symbol SONA MOBILE HOLDINGS CORP (Check all applicable) [SNMB] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X__ 10% Owner _X_ Director _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2005 PRESIDENT AND CEO C/O SONA MOBILE HOLDINGS CORP., Â 825 THIRD AVENUE, 32ND FLOOR, (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEW YORK, NYÂ 10022 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired (A) 5. Amount of 6. 1.Title of 2. Transaction Date 2A. Deemed 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership or Indirect of Issuer's (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or Price Amount (D) Common 6,153,366 Â \$ (1) Â 11/17/2005 6,153,366 C4 D Stock (1) Common By 11/17/2005 C4 80.188 (1) \$ (1) 80,188 Α I Stock Spouse

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 D Security (Instr. 3)	erivative	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)	Derivative Securities Exp		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Tit Unde (Instr
						(4)	(D)	Date Exercisable	Expiration Date	Title
SERIES A						(A)	(D)			
CONVER PREFERF STOCK	TIBLE	Â	11/17/2006	Â	C4	Â	127,897	(4)	04/19/2010	Con
SERIES A CONVER PREFERE STOCK	TIBLE	Â	11/17/2005	Â	C4	Â	1,667	(4)	04/19/2010	Con Stoc
STOCK C (RIGHT T BUY)		\$ 1.6	10/13/2005	Â	A4	87,665	Â	(5)	10/13/2010	Con

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
BUSH JOHN							
C/O SONA MOBILE HOLDINGS CORP.	âχ	âχ	PRESIDENT AND CEO	â			
825 THIRD AVENUE, 32ND FLOOR,	11 11	71 71	A TRESIDENT AND CEO	1 1			
NEW YORK, NY 10022							

Signatures

John Bush 02/28/2006

**Signature of Pate
Reporting Person

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.

Reporting Owners 2

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- (5) The stock option is exercisable as follows: (a) 29,222 shares currently exercisable; (b) 29,222 shares vest 09/30/06; and (c) 29,221 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. 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.