

SONA MOBILE HOLDINGS CORP
 Form 4/A
 July 24, 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)
 C/O SONA MOBILE HOLDINGS CORP., 825 THIRD AVENUE,
 32ND FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/07/2006

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

(Street)
 NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/17/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 | 07/07/2006 | | P | 83,333 A | \$ 0.6 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Options to purchase common stock | \$ 1.6 | | | | | (1) 10/13/2010 | Common Stock 2 |
| Options to purchase common stock | \$ 0.7 | 07/13/2006 | | A | 2,380,250 | 07/13/2007(2) 07/13/2016 | Common Stock 2,380,250 |
| Warrants to purchase common stock | \$ 0.83 (5) | 07/07/2006 | | P | 41,666 | 07/07/2006 07/07/2011 | Common Stock 41,666 |

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 | X | | CHAIRMAN, PRESIDENT & CEO | |

Signatures

Shawn Kreloff 07/24/2006
 **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).
- (1) The stock option is exercisable as follows: (a) 83,333 shares are currently exercisable; (b) an additional 83,333 shares will be exercisable on or after 09/30/06; and (c) an additional 83,334 shares will be exercisable on or after 09/30/2007.
- 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 793,417 shares of common stock; (ii) on or after July 13, 2008 to purchase an additional 793,417 shares of common stock; and (iii) on or after July 13, 2009 to purchase an additional 793,416 shares of common stock.
- (3) Not applicable.

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- (4) Acquired by the reporting person in connection with his purchase of 83,333 shares of common stock from the Issuer on July 7, 2006.
- (5) Subject to adjustment in the event the issuer does not meet certain revenue goals.

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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