

YU LANCE
Form 5
March 02, 2006

FORM 5

**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).
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 *
YU LANCE

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

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP-CHIEF TECHNOLOGY OFFICER

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 Reporting

(check applicable line)

NEW YORK, NY 10022

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 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	Amount 1,178,734 (1)	A \$ (1) 1,178,734 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)
					(A)	(D)	
SERIES A CONVERTIBLE PREFERRED STOCK	Â	11/17/2006	Â	C4	Â 24,500	Â (4) 04/19/2010	Com Stoc
STOCK OPTION (RIGHT TO BUY)	\$ 1.6	10/13/2005	Â	A4	150,000	Â (5) 10/13/2010	Com Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YU LANCE C/O SONA MOBILE HOLDINGS CORP. 825 THIRD AVENUE, 32ND FLOOR NEW YORK, NY 10022	Â	Â	Â SVP-CHIEF TECHNOLOGY OFFICER	Â

Signatures

Lance Yu 02/23/2006

__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) 50,000 shares currently exercisable; (b) 50,000 shares commencing 09/30/06; and (c) 50,000 shares commencing 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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