

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. ___)*

Sonim Technologies, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

83548F 309
(CUSIP Number)

Peter Liu
c/o Sonim Technologies, Inc.
4445 Eastgate Mall, Suite 200
San Diego, CA 92121
Telephone: (650) 378-8100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copies to:
William N. Haddad
Kirill Y. Nikonov
Venable LLP
151 W. 42nd Street, 49th Floor
New York, NY 10036
Telephone: (212) 307-5500

July 14, 2023
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Schedule 13D

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| | |
|---|--|
| 1 | Names of reporting persons Hao (Peter) Liu |
| 2 | Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC use only |
| 4 | Source of funds (see instructions) PF |
| 5 | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |
| 6 | Citizenship or place of organization Canada |

| | | |
|--|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 7 | Sole voting power 357,254 ⁽¹⁾ |
| | 8 | Shared voting power 0 |
| | 9 | Sole dispositive power 357,254 ⁽¹⁾ |
| | 10 | Shared dispositive power 0 |
| 11 | Aggregate amount beneficially owned by each reporting person 357,254 ⁽¹⁾ | |
| 12 | Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/> | |
| 13 | Percent of class represented by amount in Row (11) 7.16% | |
| 14 | Type of reporting person (see instructions) IN | |

(1) See Item 5

Item 1. Security and Issuer.

This statement on Schedule 13D (this “Statement”) relates to the shares of common stock, par value \$0.001 per share, (the “Common Stock”) of Sonim Technologies, Inc., a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is: 4445 Eastgate Mall, Suite 200, San Diego, CA 92121.

All information in this Statement assumes a 1-for-10 reverse stock split of the Common Stock, which was effected by the Issuer on July 17, 2024 (all share and per share amounts have been presented on a retrospective basis to reflect the reverse stock split).

Item 2. Identity and Background.

- (a) This Statement is filed by Hao (Peter) Liu (“Mr. Liu” or the “Reporting Person”).
- (b) The business address of the Reporting Person is 4445 Eastgate Mall, Suite 200, San Diego, CA 92121.
- (c) The Reporting Person is Chief Executive Officer and Director of the Issuer.
- (d) During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, the Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The Reporting Person is a citizen of Canada.

Item 3. Source and Amount of Funds or Other Consideration.

Subscription Agreement

On April 13, 2022, the Issuer entered into the subscription agreement with AJP Holding Company, LLC, a Delaware limited liability company (“AJP”), pursuant to which AJP agreed to purchase an aggregate of approximately 2,083,334 shares of Common Stock for an aggregate purchase price of \$17,500,000 (or \$8.4 per share). In accordance with the Subscription Agreement, Mr. Liu, who then served as the Issuer’s Executive VP for Global Operations and Engineering, was appointed as the Issuer’s Chief Executive Officer. The Subscription Agreement additionally provided for the purchase of a certain portion of the shares issuable thereunder by Mr. Liu rather than AJP: accordingly, Mr. Liu purchased 95,239 shares of Common Stock pursuant to the Subscription Agreement.

On June 28, 2022, the Issuer held a special meeting of stockholders, whereby our stockholders approved the Subscription Agreement and the transactions contemplated thereby by approximately 71.98% of the votes cast. The closing of the transaction under the Subscription Agreement resulted in a change of control of the Issuer.

Registration Rights Agreement

In accordance with the terms of the Subscription Agreement, on July 13, 2022, the Company and Mr. Liu entered into a registration rights agreement (the “Registration Rights Agreement”). Pursuant to the Registration Rights Agreement, the Issuer was required (among other things), within 30 days of the Second Closing (as defined in the Subscription Agreement), to file with the Securities and Exchange Commission (the “SEC”) a registration statement to register the resale of all shares of Common Stock purchased by Mr. Liu in accordance to the terms of the Subscription Agreement. Such registration statement was subsequently filed by the Issuer and declared effective by the SEC.

Employment Agreement

On August 20, 2022, the Issuer entered into an employment agreement (the “Employment Agreement”) with Mr. Liu in connection with his role as Chief Executive

Officer of the Company. The Employment Agreement provided, *inter alia*, that Mr. Liu would be entitled to receive stock options to purchase in the aggregate a total of 401,442 shares of Common Stock (the "Options"), subject to the Issuer's stockholders' approval of the increase in the shares outstanding under the Issuer's equity incentive plan and in accordance with the terms and conditions of such plan. Subsequently, the entirety of the Options was granted on November 18, 2022 at the exercise price of \$4.188 per share. The Options vest over a four-year period, with one quarter (1/4) of the options vested on April 14, 2023 (the one-year anniversary of the date of the Reporting Person's appointment as CEO of the Issuer), and all remaining options vesting in equal quarterly installments in the amount of one-twelfth (1/12) of the remaining options amount thereafter.

The Reporting Person became the beneficial owner of more than five percent of Common Stock as a result of vesting of the Options.

Other than shares of Common Stock purchased by means of the Subscription Agreement and the Options, any securities beneficially owned by the Reporting Person were received as a result of equity award grants by the Issuer prior to the Reporting Person's appointment as Chief Executive Officer.

Item 4. Purpose of Transaction.

The Reporting Person serves as a member of the Issuer's board of directors and as the Issuer's Chief Executive Officer. In such capacity, the Reporting Person will be involved in reviewing transactions involving the Issuer and may have influence over the corporate activities of the Issuer, including activities that may relate to items described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. In addition, in his capacity as Chief Executive Officer, the Reporting Person may receive equity incentive awards for which he qualifies, including, but not limited to, awards of Common Stock, options to purchase shares of Common Stock, and restricted stock units.

Except as described herein, the Reporting Person has no present plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. However, the Reporting Person reserves the right to formulate in the future plans or proposals which may relate to or result in the transactions described in subparagraphs (a) through (j) of this Item 4.

The Reporting Person holds the securities of the Issuer for general investment purposes. The Reporting Person reserves the right, based on all relevant factors and subject to applicable law or other restrictions, at any time and from time to time, to acquire additional shares of Common Stock or other securities of the Issuer, dispose of some or all of the shares of Common Stock or other securities of the Issuer that the Reporting Person may own from time to time, or exercise the Options, in each case in open market or private transactions, block sales or otherwise or pursuant to ordinary stock exchange transactions effected through one or more broker-dealers whether individually or utilizing specific pricing or other instructions (including by means of Rule 10b5-1 programs).

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Person beneficially owns 357,254 shares of Common Stock, including 151,470 options to purchase Common Stock that will vest within 60 days of October 18, 2024, which represents approximately 7.16% of the outstanding shares of Common Stock.

The percentage in this Item 5 is based upon 4,836,476 shares of Common Stock that were outstanding as of August 5, 2024, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on August 9, 2024.

(b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which the Reporting Persons have the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

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(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Information set forth in Items 3 and 4 is incorporated herein by reference.

Except as described herein, the Reporting Persons have no contracts, arrangements, understandings, or relationships with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

- Exhibit 99.1 [Subscription Agreement, dated as of April 13, 2022, by and between Sonim Technologies, Inc. and AJP Holding Company, LLC \(incorporated by reference to Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed with the SEC on April 14, 2022\)](#)
- Exhibit 99.2 [Form of Registration Rights Agreement \(incorporated by reference to Exhibit 10.4 of the Issuer's Current Report on Form 8-K filed with the SEC on April 14, 2022\)](#)
- Exhibit 99.3 [Employment Agreement dated as of August 18, 2022 by and between Sonim Technologies, Inc. and Peter Hao Liu \(incorporated by reference to Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed with the SEC on August 23, 2022\)](#)
- Exhibit 99.4 [Amended and restated letter agreement, dated as of December 8, 2023, by and between Sonim Technologies, Inc. and Hao \(Peter\) Liu \(incorporated by reference to Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed with the SEC on December 11, 2023\)](#)
- Exhibit 99.5 [Power of Attorney, dated July 14, 2022](#)

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 18, 2024

Hao (Peter) Liu

/s/ Hao (Peter) Liu
Name: Hao (Peter) Liu

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of **James Cassano** and **Clayton Crolius**, or either of them acting singly, and with full power of substitution and resubstitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "Attorney-in-Fact"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

1. Prepare, execute, and submit to the Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required or considered by the Attorney-in-Fact to be advisable under Section 13 or Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;
2. Prepare, execute and submit to the SEC, **Sonim Technologies, Inc.** (the "Company"), and/or any national securities exchange on which the Company's securities are listed any and all reports (including any amendments thereto) the undersigned is required to file with the SEC, or which the Attorney-in-Fact considers it advisable to file with the SEC, under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 ("Rule 144"), with respect to any security of the Company, including Forms 3, 4 and 5, Schedules 13D and 13G, and Forms 144; and
3. Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact.

The undersigned acknowledges that:

- a) This Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act in his or her discretion on information provided to such Attorney-in-Fact without independent verification of such information;
- b) Any documents prepared or executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information as the Attorney-in-Fact, in his or her discretion, deems necessary or desirable;
- c) Neither the Company nor the Attorney-in-Fact assumes any liability for the undersigned's responsibility to comply with the requirements of Section 13 or Section 16 of the Exchange Act or Rule 144, any liability of the undersigned for any failure to comply with such requirements, or any liability of the undersigned for disgorgement of profits under Section 16(b) of the Exchange Act; and
- d) This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under Section 13 or Section 16 of the Exchange Act, including, without limitation, the reporting requirements under Section 13 or Section 16 of the Exchange Act.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing requisite, necessary or advisable to be done in connection with the foregoing, as fully, to all intents and purposes, as the undersigned might or could do in person, hereby ratifying and confirming all that the Attorney-in-Fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by authority of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 or 5 or Schedules 13D or 13G or Forms 144 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact. This Power of Attorney revokes all previous powers of attorney with respect to the subject matter of this Power of Attorney.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of **July 14, 2022**.

/s/ Hao (Peter) Liu
Signature

Hao (Peter) Liu
Print Name
