

# SONASOFT CORPORATION

## Company Information and Disclosure Statement December 31, 2014

### 1) Name of the issuer and its predecessors (if any)

Sonasoftware Corporation ("Sonasoftware" or the "Company")  
No Predecessor

### 2) Address of the issuer's principal executive offices

#### Company Headquarters

Address 1: 2150 Trade Zone Blvd. Suite 203  
Address 2: San Jose, CA 95131  
Phone: (408) 708-4000  
Email: info@sonasoftware.com  
Website(s): http://www.sonasoftware.com

#### IR Contact

N/A

### 3) Security Information

Trade Symbol: SSFT  
Exact title and class of securities outstanding: common stock  
CUSIP: 835413 10 5  
Par or Stated Value: no par value (the "Common Stock")  
Total shares authorized: 400,000,000 as of: December 31, 2014  
Total shares outstanding 258,840,466 as of December 31, 2014

Additional class of securities (if necessary): N/A

#### Transfer Agent

Name: Corporate Stock Transfer, Inc.  
Address 1: 3200 Cherry Creek Drive, South, Suite 430  
Address 2: Denver, CO 80209  
Phone: (303) 282-4800

Is the Transfer Agent registered under the Exchange Act? Yes: X No:

List any restrictions on the transfer of security:

No restrictions except for the restrictions on the transfer of the Company's common stock under the applicable securities laws.

Describe any trading suspension orders issued by the SEC in the past 12 months.  
None

### 4) Issuance History

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

Date	Description	Shares	Price	Status
3/31/2013	Ramesh Kumar Kannan	10,000,000	\$.005	Private Placement
3/31/2013	Barbara Tang	3,000,000	\$.005	Private Placement
3/31/2013	Douglas MacKallor	4,200,000	\$.005	Private Placement
6/30/2013	Andy Khanna	4,000,000	\$0.005	Shares issued in lieu of salary
6/30/2013	Mike Khanna	4,000,000	\$0.005	Shares issued in lieu of salary
6/30/2013	Neil Khanna	4,000,000	\$0.005	Shares issued in lieu of salary
6/30/2013	Bilal Ahmed	4,000,000	\$0.005	Shares issued in lieu of salary
6/30/2013	Anthony Trepel	1,500,000	\$0.005	Legal services
6/30/2013	Subhash Sachdeva	1,000,000	\$0.005	Financial services
12/31/2013	Romesh Japra	5,000,000	\$0.005	Private Placement
12/31/2013	Mike Khanna	1,000,000	\$0.005	Services rendered in lieu of salary
12/31/2013	Anthony Trepel	500,000	\$0.005	Legal Services
12/31/2013	David Currie Payre	200,000	\$0.005	Marketing services
3/31/2014	Romesh Japra	4,000,000	\$0.025	Private Placement
3/31/2014	Romi Randhawa	4,000,000	\$0.025	Private Placement
3/31/2014	Nancy Lynn Tompkins	500,000	\$0.005	Legal Services
5/14/2014	Bruce E Methven	2,000,000	\$0.025	Legal services
9/10/2014	Madison Park Fund Investment LLC	2,000,000	\$0.025	REG A Shares
9/12/2014	Madison Park Fund Investment LLC	1,000,000	\$0.025	REG A Shares
9/19/2014	Black Bridge Capital LLC	2,000,000	\$0.025	REG A Shares
12/30/2014	Douglas MacKallor	500,000	\$.005	Purchase of vested stock options
12/30/2014	Integra Micro Infortech Inc.	150,000	\$.005	Purchase of vested stock options
12/30/2014	Romesh Japra	350,000	\$0.005	Purchase of vested stock options
12/30/2014	Romi Randhawa	150,000	\$0.005	Purchase of vested stock options
12/30/2014	Hema Ganapathy	100,000	\$0.005	Purchase of vested stock options
12/30/2014	Hans Van Rietschote	100,000	\$0.005	Purchase of vested stock options
12/30/2014	Ramesh Kumar Kannan	150,000	\$0.005	Purchase of vested stock options
12/30/2014	James Kelleher	300,000	\$0.005	Purchase of vested stock options
12/30/2014	Garrett Rajkovich	200,000	\$0.005	Purchase of vested stock options
12/30/2014	Jim Gilmer	700,000	\$0.005	Purchase of vested stock options
12/30/2014	P L Malhotra	50,000	\$0.005	Purchase of vested stock options
12/30/2014	Joseph Rapp	4,000,000	\$0.025	Debt conversion into equity
12/30/2014	Garrett Rajkovich	5,456,167	\$0.025	Debt conversion into equity
12/30/2014	Romesh Japra	16,000,000	\$0.025	Debt conversion into equity
12/30/2014	Romesh Japra	20,000,000	\$0.025	Debt conversion into equity
12/30/2014	Michelle Rose	1,320,000	\$0.025	Debt conversion into equity
12/30/2014	Kenneth Fishman	880,000	\$0.025	Debt conversion into equity
12/30/2014	Nand Khanna	4,150,000	\$0.005	Purchase of vested stock options
12/30/2014	Mike Khanna	1,631,250	\$0.005	Purchase of vested stock options

12/30/2014	Bilal Ahmed	1,975,000	\$0.005	Purchase of vested stock options
12/30/2014	Subhash Sachdeva	3,600,000	\$0.005	Purchase of vested stock options
12/30/2014	Neil Khanna	2,525,000	\$0.005	Purchase of vested stock options
12/30/2014	Integra Micro Infortech Inc	5,000,000	\$0.005	Settlement of Royalty Liability

B. Any jurisdictions where the offering was registered or qualified;

New York & California (In California offer shares to Accredited Investors).

C. The number of shares offered;

20,000,000@\$.025 per share (Reg A shares)

D. The number of shares sold

None

E. The price at which the shares were offered, and the amount actually paid to the issuer

Services rendered based on Bid Price \$0.025 per share

F. The trading status of the shares; and

REG A Shares

All shares prior to REG A shares approvals were issued in pursuant to Rule 144 have restrictive legend for 12 months under Pink Sheets.

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

None

## 5) Financial Statements

The Financial Statements for the Quarter ending December 31, 2014 has been filed separately.

## 6) Describe the Issuer's Business, Products and Services

A. a description of the issuer's business operations

Sonasoftware is a software development and solution provider for business continuity software solutions for Microsoft Business Applications. The Company creates enterprise-class email archiving, eDiscovery, and business continuity software solutions for Microsoft Business Applications on Microsoft Windows platforms. Company's signature products include, SonaVault Email Archiving and eDiscovery Software and SonaVault Email Archiving Appliances, which deliver affordable

enterprise-level functionality that exceeds compliance and ease-of-use requirements of small and medium-sized organizations and enterprises. Sonasoft email archiving and eDiscovery solutions have hundreds of deployments with an exceptional degree of high customer satisfaction. Sonasoft's vertical markets for its email archiving solutions include city and county governments, school districts, regional banks and credit unions.

Sonasoft's additional business continuity solutions include SonaExchange and SonaSQL. SonaExchange performs backups, recovery, and replication of a company's Microsoft Exchange Server. SonaSQL accomplishes backup, recovery, and replication of an enterprises' Microsoft SQL Server database. Sonasoft Corp also leverages its professional experience with Microsoft Exchange Server to offer SonaMigration, Exchange Server Migration Services.

Founded in 2002, Sonasoft is headquartered in San Jose, California.

**B. Date and State (or Jurisdiction) of Incorporation:**

December 18, 2002; California

**C. the issuer's primary and secondary SIC Codes;**

Primary SIC Code: 7372; Secondary SIC Code: N/A

**D. the issuer's fiscal year end date;**

December 31

**E. principal products or services, and their markets;**

Software solution provider

**7) Describe the Issuer's Facilities**

Sonasoft operates out of a 3,200 square feet office in San Jose, California on a month-to-month lease of \$2,750 per month.

**8) Officers, Directors, and Control Persons**

**A. Name of Officers, Directors and Control Persons.**

<b>Name</b>	<b>Affiliation(1)</b>
Nand "Andy" Khanna(2)	President, CEO, Director & Control Person (holding 32,800,000 shares, or approximately 13.16% of Company's Common Stock)
Subhash Sachdeva	Acting CFO
Neil Kumar Khanna	Vice President of Operations
Bilal Ahmed	CTO & VP Engineering
Jim Gilmer	Secretary
Dr. Romesh K. Japra(3)	Director, Chairman of the Board & Control Person (holding 64,589,667 shares, or approximately 24.95% of Company's Common Stock)
Romi Randhawa (4)	Director, holding 11,130,689 shares, or approximately 4.30% of Company's Common Stock.
Garrett Rajkovich(5)	Control Person (holding 12,942,834 shares, or approximately 5.00% of

	Company's Common Stock)
Joseph Rapp & Ana Rapp JT Ten	Control Person (holding 16,985,667 shares, or approximately 6.56% of Company's Common Stock)

- (1) For the determination of control persons, calculations are done based on 258,840,466 shares of the Company's Common Stock issued and outstanding as of December 31, 2014.
- (2) Represents 32,800,000 shares held by Andy Khanna and his immediate family (including Mike Khanna, excluding Neil Kumar Khanna) and 3,000,000 shares issuable upon exercise of the options held by Andy Khanna.
- (3) Represents 64,589,237 shares held by Dr. Romesh K. Japra and his immediate family. Dr Romesh Japra is also entitling to 2,000,000 shares issuable upon exercise of the options.
- (4) Represents 11,130,689 shares held by Romi Randhawa and his immediate family. Romi Randhawa is also entitling to 2,000,000 shares issuable upon exercise of the options.
- (5) Represents 12,942,834 shares held by Garret Rajkovich and his immediate family.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

Besides the litigation listed in the following paragraphs, we are currently not involved in any litigation that we believe could have a materially adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our Company or any of our subsidiaries, threatened against or affecting our Company, our common stock, any of our subsidiaries or of our Company's or our Company's subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

The Company was involved in litigation with a former employee, Vince Khanna. Vince Khanna alleged that the Company wrongfully terminated him, and that he was not paid his wages and bonus pursuant to written and oral agreements with the Company. Vince Khanna further alleged that he was owed penalties pursuant to the Company's alleged violations of certain California Labor Code sections.

On April 30, 2010, the Company entered into a mutual settlement agreement with Vince Khanna to resolve the aforementioned lawsuit. Pursuant to the settlement agreement, Vince Khanna released the Company from all claims against the Company.

On January 29, 2013, the Company paid off the full settlement amount of \$227,000 owed to Vince Khanna. The Company disputes the provisions within the settlement agreement that could allow for reasonable attorney's fees if Vince Khanna produced a note. Although Vince Khanna never produced the note as stipulated in the settlement agreement, Vince Khanna made an added claim for attorney's fees, interest, and costs, and on June 10 and 27, 2014, the Court then awarded Vince Khanna an additional \$193,000. The Company has appealed this ruling. On August 20, 2014, the Company filed a bond for \$289,782 to stay all collection efforts. On November 7, 2014, the Court granted the Company's motion to stay all collection proceedings and extinguished all related liens, levies, and restraining orders against the Company until the Sixth District Court of Appeals rules on the aforementioned appeal.

C. Beneficial Shareholders.

<b>Name</b>	<b>Affiliation</b>	<b>Percentage of Class (1)</b>
Dr. Ramesh K. Japra 1000 Hunter Lane Fremont, CA, 94539	Director & Chairman of the Board	24.95%
Nand "Andy" Khanna 6246 McAbee Rd San Jose, CA, 951320	President, CEO & Director	13.16%

(1) Based on 258,840,466 shares of the Company's Common Stock issued and outstanding as of December 31, 2014.

9) **Third Party Providers**

Legal Counsel

Name: GREGG E. JACLIN Esq.  
 Firm: SZAFERMAN LAKIND BLUMSTEIN & BLADEER, PC  
 Address 1: 101 Grovers Mill Road  
 Address 2: Lawrenceville, NJ 08648.  
 Phone: (609)557-0951  
 Email: gjaclin@szaferman.com, Website: www.Szaferman.com.com

Name: Steve M. Defilippis  
 Firm: Picone & Defilippis, as the Company's counsel in connection to the legal proceedings disclosed under 8(B)  
 Address 1: 625 North First Street, Suite 300  
 Address 2: San Jose, CA 95112  
 Phone: (408)292-0441  
 Email: FLIPSMD2005@yahoo.com

Accountant or Auditor

None

Investor Relations Consultant

None

Other Advisor:

None

**10) Issuer Certification**

I, Nand (Andy) Khanna certify that:

1. I have reviewed this Initial Company Information and Disclosure Statement of Sonasoft Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 16, 2015



/s/Andy Khanna

President/CEO/Director