

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rothenberg Philip L</u>			2. Issuer Name and Ticker or Trading Symbol <u>Sonder Holdings Inc. [ SOND ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>General Counsel &amp; Secretary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O SONDER HOLDINGS INC. 101 15TH ST</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN FRANCISCO CA 94103</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Restricted Stock Units<sup>(1)</sup></u>	<u>\$0.0</u>	<u>05/15/2022</u>		<u>A</u>	<u>269,998</u>		<u>(2)</u>	<u>07/17/2027<sup>(3)</sup></u>	<u>Common</u>	<u>269,998</u>	<u>\$0</u>	<u>269,998</u>	<u>D</u>	

**Explanation of Responses:**

- Each restricted stock unit, or RSU, represents a contingent right to receive one share of common stock.
- 1/6th of the RSUs vest on the date on which the Common Share Price (as defined in the Management Equity Incentive Plan) is equal to or greater than \$13.00 (Triggering Event I), 1/6th of the RSUs vest on the date on which the Common Share Price is equal to or greater than \$15.50 (Triggering Event II), 1/6th of the RSUs vest on the date on which the Common Share Price is equal to or greater than \$18.00 (Triggering Event III), 1/6th of the RSUs vest on the date on which the Common Share Price is equal to or greater than \$20.50 (Triggering Event IV), 1/6th of the RSUs vest on the date on which the Common Share Price is equal to or greater than \$23.00 (Triggering Event V), and 1/6th of the RSUs vest on the date on which the Common Share Price is equal to or greater than \$25.50 (Triggering Event VI).
- The performance period for the RSUs expires on July 17, 2027. Vesting of the RSUs is subject to continued employment through the applicable vesting date.

**Remarks:**

/s/ Ruby Alexander Attorney-in-Fact for Philip Rothenberg 05/16/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.