

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

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

1. Name and Address of Reporting Person* <u>Gupta Prashant</u> (Last) (First) (Middle) <u>C/O NEEM PARTNERS LLC</u> <u>16192 COASTAL HIGHWAY</u> (Street) <u>LEWES DE 19958</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/06/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Sonder Holdings Inc. [SOND]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	450,000	I	See Footnote ⁽¹⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(2)(3)	(2)	Common Stock	3,000,000	(2)	I	See Footnote ⁽⁴⁾

Explanation of Responses:

- Consists of 438,000 shares of common stock, par value \$0.0001 (the "Common Stock") of Sonder Holdings Inc. (the "Issuer") held by the Prashant Gupta 2015 Revocable Trust ("PG 2015 Trust") and 12,000 shares of Common Stock held by the NEEM 2020 Trust ("NEEM Trust"). As the Trustee of the PG 2015 Trust and the NEEM Trust, Mr. Gupta may be deemed to beneficially own the shares of Common Stock held by the PG 2015 Trust and the NEEM Trust.
- Subject to the Beneficial Ownership Limitation (as defined below), the shares of Series A Convertible Preferred Stock, par value \$0.0001 (the "Series A Preferred Stock") are convertible at any time into a number of shares of Common Stock equal to (x) the liquidation preference, plus an amount equal to all accumulated and unpaid dividends on such shares (including dividends accrued and unpaid on previously unpaid dividends) divided by (y) a conversion price of the lower of (i) \$1.00 and (ii) a 10% discount to the lowest daily volume-weighted average price of the Common Stock in the 7 trading days prior to the date of conversion, subject to a minimum conversion price of \$0.50. The number of shares of Common Stock and Series A Preferred Stock included herein excludes any shares of Series A Preferred Stock issuable with respect to accrued and unpaid dividends and shares of Common Stock issuable upon the conversion thereof.
- Effective November 15, 2024, the Reporting Persons elected to be subject to a beneficial ownership limitation pursuant to which the Reporting Persons will not be entitled to convert any shares of Series A Preferred Stock held by them that, upon giving effect to such conversion, would cause the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons to exceed 4.9% of the number of shares of Common Stock that would be outstanding immediately after giving effect to such exercise (the "Beneficial Ownership Limitation").
- Consists of 3,000,000 shares of Series A Preferred Stock held by the RAASHI 2021 GST Trust ("RAASHI Trust" and, together with Mr. Gupta, PG 2015 Trust and NEEM Trust, the "Reporting Persons"). As the Trustee of the RAASHI Trust, Mr. Gupta may be deemed to beneficially own the shares of Series A Preferred Stock held by the RAASHI Trust.

/s/ Prashant Gupta

11/27/2024

** 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 5 (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.