
U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

GORES METROPOULOS II, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of Incorporation or Organization)

85-2097088
(I.R.S. Employer Identification No.)

6260 Lookout Road
Boulder, Colorado
(Address of Principal Executive Offices)

90212
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class to be Registered</u>	<u>Name of Each Exchange on Which Each Class is to be Registered</u>
Units, each consisting of one share of Class A Common Stock and one-fifth of one Warrant	The Nasdaq Stock Market LLC
Class A Common Stock, par value \$0.0001 per share	The Nasdaq Stock Market LLC
Warrants, each exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share	The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates: 333-251663

Securities to be registered pursuant to Section 12(g) of the Act:

N/A
(Title of Class)

Item 1. Description of Registrant’s Securities to be Registered.

The securities to be registered hereby are units, Class A common stock, par value \$0.0001 per share, and warrants to purchase Class A common stock, of Gores Metropoulos II, Inc. (the “Registrant”). The description of the units, common stock and warrants set forth under the heading “Description of Securities” in the Registrant’s prospectus forming part of its Registration Statement on Form S-1 (File No. 333-251663), originally filed with the Securities and Exchange Commission on December 23, 2020, as thereafter amended and supplemented from time to time (the “Registration Statement”) to which this Form 8-A relates is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits.

The following exhibits have been filed as exhibits to the Registration Statement, as amended, and are incorporated herein by reference:

Exhibit No.	Description
3.1	Certificate of Incorporation (incorporated by reference to Exhibit 3.1 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-251663), filed with the Securities and Exchange Commission on December 23, 2020).
3.2	Form of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-251663), filed with the Securities and Exchange Commission on December 23, 2020).
3.3	Bylaws (incorporated by reference to Exhibit 3.3 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-251663), filed with the Securities and Exchange Commission on December 23, 2020).
4.1	Specimen Unit Certificate (incorporated by reference to Exhibit 4.1 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-251663), filed with the Securities and Exchange Commission on December 23, 2020).
4.2	Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.2 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-251663), filed with the Securities and Exchange Commission on December 23, 2020).
4.3	Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-251663), filed with the Securities and Exchange Commission on December 23, 2020).
4.4	Form of Warrant Agreement between Computershare Trust Company, N.A. and the Registrant (incorporated by reference to Exhibit 4.4 filed with Amendment No. 1 to the Registrant’s Registration Statement on Form S-1 (File No. 333-251663), filed with the Securities and Exchange Commission on January 13, 2021).
10.3	Form of Investment Management Trust Agreement between Computershare Trust Company, N.A. and the Registrant (incorporated by reference to Exhibit 10.3 filed with Amendment No. 1 to the Registrant’s Registration Statement on Form S-1 (File No. 333-251663), filed with the Securities and Exchange Commission on January 13, 2021).
10.4	Form of Registration Rights Agreement among the Registrant and certain security holders (incorporated by reference to Exhibit 10.4 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-251663), filed with the Securities and Exchange Commission on December 23, 2020).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GORES METROPOULOS II, INC.

Date: January 19, 2021

By: /s/ Alec Gores

Name: Alec Gores

Title: Chief Executive Officer