

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): January 14, 2022

SONDER HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-39907
(Commission File Number)

85-2097088
(IRS Employer Identification No.)

101 15th Street
San Francisco, California
(Address of principal executive offices)

94103
(Zip Code)

(617) 300-0956
(Registrant's telephone number, including area code)

Gores Metropoulos II, Inc.
6260 Lookout Road
Boulder, Colorado 80301
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	SOND	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per share	SONDW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On January 14, 2022, Sonder Holdings Inc. (formerly named Gores Metropoulos II, Inc.), a Delaware corporation (the “**Company**”), held a special meeting of its stockholders (the “**Special Meeting**”). At the Special Meeting, a total of 38,967,003 (or 69.27%) of the Company’s issued and outstanding shares of common stock held of record as of November 30, 2021, the record date for the Special Meeting, were present either in person or by proxy, which constituted a quorum.

The Company’s stockholders voted on the following proposals at the Special Meeting, each of which was approved. The final vote tabulation for each proposal is set forth below.

1. **Business Combination Proposal.** To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of April 29, 2021 (as amended by that certain Amendment No. 1 to the Agreement and Plan of Merger, dated as of October 27, 2021, by and among the parties to the Merger Agreement, and as it may be amended from time to time, the “**Merger Agreement**”), by and among the Company, Sunshine Merger Sub I, Inc., a Delaware corporation (“**First Merger Sub**”) and a direct, wholly-owned subsidiary of Second Merger Sub (as defined below), Sunshine Merger Sub II, LLC, a Delaware limited liability company and a direct, wholly-owned subsidiary of the Company (“**Second Merger Sub**”) and Sonder Operating Inc. (formerly named Sonder Holdings Inc.), a Delaware corporation (“**Sonder**”), and approve the transactions contemplated thereby, including, among other things, (i) the merger of First Merger Sub with and into Sonder, with Sonder continuing as the surviving corporation (the “**First Merger**”), and (ii) immediately following the First Merger and as part of the same overall transaction as the First Merger, the merger of Sonder with and into Second Merger Sub, with Second Merger Sub continuing as the surviving entity (together with the other transactions contemplated by the Merger Agreement, the “**Business Combination Proposal**”). The voting results for this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
36,680,198	2,285,044	1,761	0

2. **Nasdaq Proposal.** To consider and vote upon a proposal to approve, for purposes of complying with applicable Nasdaq listing rules, the issuance of (i) Common Stock, which consists of (a) prior to the Business Combination and the effectiveness of the Amended and Restated Certificate of Incorporation of the Company, Class A common stock, par value \$0.0001 per share, of the Company, and Class F common stock, par value \$0.0001 per share, of the Company (the “**Class F Stock**”), and (b) from and after the effectiveness of the Amended and Restated Certificate of Incorporation of the Company and the conversion of the Class F Stock in accordance with the Amended and Restated Certificate of Incorporation, the Common Stock, par value \$0.0001 per share, of the Post-Combination Company (as defined below) and (ii) Post-Combination Company Special Voting Common Stock, par value \$0.0001 per share (the “**Post-Combination Company Special Voting Common Stock**”), constituting more than 20% of the Company’s issued and outstanding shares of Common Stock or other securities convertible into or exercisable for common stock in connection with the Business Combination (the “**Nasdaq Proposal**”). The voting results for this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
36,680,033	2,284,747	2,223	0

3. **Charter Approval Proposal.** To consider and act upon a proposal to adopt the proposed Amended and Restated Certificate of Incorporation of the Company in the form attached as **Annex B** to the proxy statement/prospectus/consent solicitation statement transmitted to stockholders in connection with the Special Meeting (the “**Charter Proposal**”). The voting results for this proposal were as follows:

Common Stock (Classes A and F)

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
36,679,865	2,284,847	2,291	0

Class F Stock

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
11,250,000	0	0	0

4. **Governance Proposals.** To consider and act upon, on a non-binding advisory basis, a separate proposal with respect to certain governance provisions in the Amended and Restated Certificate of Incorporation in accordance with the United States Securities and Exchange Commission requirements. The voting results for each separate proposal were as follows:

- a. **Proposal 4A: Change in Authorized Shares** - To consider and vote upon an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of all classes of capital stock from

441,000,000 shares to 690,000,000 shares, by increasing the Company's authorized preferred stock, par value of \$0.0001 per share, from 1,000,000 authorized shares to 250,000,000 authorized shares:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
31,962,329	7,001,534	3,140	0

- b. *Proposal 4B: Classified Board* - To consider and vote upon an amendment to the Company's Amended and Restated Certificate of Incorporation to classify the board of directors of the Company following the Business Combination (the "**Post-Combination Company**") into three classes of directors, as nearly equal as reasonably possible, with each class being elected to a staggered three-year term.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
30,136,173	8,824,301	6,529	0

- c. *Proposal 4C: Application of the Doctrine of Corporate Opportunity* - To consider and vote upon an amendment to the Company's Amended and Restated Certificate of Incorporation to remove provisions in the Amended and Restated Certificate of Incorporation of the Company, dated January 19, 2021 (the "**Current Company Certificate**") providing that the doctrine of corporate opportunity, or any other analogous doctrine, shall not apply with respect to the Company or any of its officers or directors, or any of their respective affiliates, in circumstances where the application of any such doctrine would conflict with any fiduciary duties or contractual obligations they may have as of the date of the Current Company Certificate or in the future and that the doctrine of corporate opportunity shall not apply to any other corporate opportunity with respect to any of the directors or officers of the Company unless such corporate opportunity is offered to such person solely in his or her capacity as a director or officer of the Company and such opportunity is one the Company is legally and contractually permitted to undertake and would otherwise be reasonable for the Company to pursue:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
36,675,168	2,285,130	6,705	0

- d. *Proposal 4D: Required Stockholder Vote to Amend the Certificate of Incorporation of the Company* - To consider and vote upon an amendment to the Company's Amended and Restated Certificate of Incorporation to require the approval by at least two-thirds (2/3) of the voting power of all the then outstanding shares of the Common Stock and the Post-Combination Company Special Voting Common Stock, par value \$0.0001 per share (together with the Common Stock, the "**Post-Combination Company Stock**"), voting together as a single class, to amend certain provisions of the Amended and Restated Certificate of Incorporation relating to rights, powers, preferences, privileges, restrictions and other matters relating to the Post-Combination Company Stock, preferred stock, the board of directors, limitations on the liability of directors, bylaws, special meetings, enforceability and amendments:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
30,165,272	8,798,571	3,160	0

5. *The Management Equity Incentive Plan Proposal* - To consider and vote upon a proposal to approve the Company's 2021 Management Equity Incentive Plan (the "**Management Equity Incentive Plan**"), including the authorization of the initial share reserve under the Management Equity Incentive Plan (the "**Management Equity Incentive Plan Proposal**"). The voting results for this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
34,734,895	4,174,785	36,253	0

6. *The Incentive Plan Proposal* - To consider and vote upon a proposal to approve the Company's 2021 Equity Incentive Plan (the "**Incentive Plan**"), including the authorization of the initial share reserve under the Incentive Plan (the "**Incentive Plan Proposal**"). The voting results for this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
30,935,144	7,997,458	34,401	0

7. *The ESPP Proposal* - To consider and vote upon a proposal to approve the Company's 2021 Employee Stock Purchase Plan (the "**ESPP**"), including the authorization of the initial share reserve under the ESPP (the "**ESPP Proposal**"). The voting results for this proposal were as follows

For	Against	Abstain	Broker Non-Votes
31,767,892	7,171,411	27,700	0

8. *The Director Election Proposal* - To consider and vote upon a proposal to elect four directors to serve on the Company's Board until the earlier of the consummation of the Business Combination and the 2023 annual meeting of stockholders, and until their respective successors are duly elected and qualified (the "**Director Election Proposal**"). The voting results for this proposal were as follows:

Nominee	For	Abstain	Broker Non-Votes
Dean Metropoulos	11,250,000	0	0
Randall Bort	11,250,000	0	0
Michael Cramer	11,250,000	0	0
Joseph Gatto	11,250,000	0	0

9. *The Adjournment Proposal* - To consider and vote upon a proposal to allow the chairman of the Special Meeting to adjourn the Special Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event there are insufficient votes for, or otherwise in connection with, the approval of the Business Combination Proposal, the Nasdaq Proposal, the Charter Proposal, the Management Equity Incentive Plan Proposal, the Incentive Plan Proposal, the ESPP Proposal or the Director Election Proposal but no other proposal if the Business Combination Proposal, the Nasdaq Proposal, the Charter Proposal, the Management Equity Incentive Plan Proposal, the Incentive Plan Proposal, the ESPP Proposal and the Director Election Proposal are approved. The voting results for this proposal were as follows:

For	Against	Abstain	Broker Non-Votes
36,173,322	2,785,122	8,559	0

Item 8.01 Other Events.

On January 18, 2022, the Company issued a press release announcing the consummation of the Business Combination. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 8.01 and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) List of Exhibits.

Exhibit No.	Description
99.1	Press Release dated January 18, 2022.
104	Cover Page Interactive Data file (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: January 21, 2022

SONDER HOLDINGS INC.

By: /s/ Philip Rothenberg

Philip Rothenberg

General Counsel and Secretary

Sonder Holdings Inc. and Gores Metropoulos II Announce Closing of Business Combination

Sonder's common stock to commence trading on the Nasdaq under ticker "SOND" on January 19

Approximately \$310 million PIPE capital from leading investors including affiliates of Gores Metropoulos II, Fidelity Management & Research LLC, funds and accounts managed by subsidiaries of BlackRock, Inc., Atreides Management, LP, and Senator Investment Group

Sonder to draw on \$165 million in principal amount of Delayed Draw Notes following the closing of the business combination

SAN FRANCISCO and LOS ANGELES, January 18, 2022 - Sonder Holdings Inc. ("Sonder" or the "Company"), a leading next-generation hospitality company that is redefining the guest experience through technology and design, today announced that it completed its previously announced business combination with Gores Metropoulos II, Inc. (Nasdaq: GMII, GMIIW, and GMIIU) ("GM II"), a special purpose acquisition company sponsored by affiliates of The Gores Group, LLC, and Metropoulos & Co. The business combination was approved at a special meeting of Gores Metropoulos II stockholders on January 14, 2022.

The combined company will operate as Sonder Holdings Inc. and will commence trading its common stock and publicly traded warrants on the Nasdaq Global Select Market ("Nasdaq") tomorrow under the ticker symbols "SOND" and "SONDW", respectively.

"While the travel industry has faced headwinds with the ongoing pandemic, Sonder has continued to grow at a rapid clip, proving the resiliency of our business model and demonstrating our ability to pivot quickly to address emerging trends and traveler needs. We delivered record quarterly revenue in both Q2 and Q3 and we remain aggressively optimistic on the future of travel," said Francis Davidson, Co-Founder and Chief Executive Officer of Sonder. "Today is a historic moment for the entire Sonder team and a testament to how we've revolutionized the hospitality industry by reimagining and delivering what the modern traveler demands. We are really proud of what we've achieved to date and want to recognize the dedication of all Sonderites. We have an exceptional team in place to drive the next chapters of growth for our organization."

"We continue to lead and innovate with our tech-enabled offering, inspiring design, consistent quality, and compelling value that are the hallmarks of a great modern hospitality experience," said Sanjay Banker, President and Chief Financial Officer of Sonder. "We appreciate our close partnership with the Gores team and with our business combination completed, Sonder now has a very strong balance sheet to aggressively pursue our ambitious growth strategy, revolutionize hospitality, and deliver long-term value to shareholders."

"We're proud to have partnered with Sonder and look forward to supporting their next chapter of growth," said Ted Fike, Senior Managing Director at The Gores Group. "With a differentiated, tech-driven platform and unique value proposition, we're confident that becoming a public company will enable Sonder to solidify its leading position as the hospitality brand of tomorrow."

Justin Wilson, Senior Managing Director at The Gores Group, added, "Sonder is a true disruptor in the travel space, with a proven ability to execute and deliver despite a very challenging period for the hospitality industry as a whole. We're excited to watch them continue to expand and reshape guest stays at a global level."

Sonder will retain its experienced management team. Mr. Davidson will continue to serve as Co-Founder and CEO and Mr. Banker will continue to serve as President and CFO.

Sonder will be scheduling a bell ringing ceremony with Nasdaq at a later date to formally celebrate its public listing.

Advisors

Goldman Sachs & Co. LLC served as exclusive financial advisor to Sonder. Wilson Sonsini Goodrich & Rosati, P.C. served as legal advisor to Sonder.

Morgan Stanley & Co. LLC served as lead financial advisor and Deutsche Bank Securities Inc. and Citigroup served as capital markets advisors to GM II. Moelis & Company LLC acted as additional financial advisor to GM II. Weil, Gotshal & Manges LLP served as legal advisor to GM II.

Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC, Citigroup, and Deutsche Bank Securities Inc. served as joint lead placement agents on the PIPE. Latham & Watkins LLP is serving as legal advisor to the co-placement agents.

About Sonder

Sonder is revolutionizing hospitality through innovative, tech-enabled service and inspiring, thoughtfully designed accommodations combined into one seamless experience. Launched in 2014 and headquartered in San Francisco, Sonder provides a variety of accommodation options — from spacious rooms to fully-equipped suites and apartments — found in over 35 markets spanning ten countries and three continents. The Sonder app gives guests full control over their stay. Complete with self-service features, simple check-in and 24/7 on-the-ground support, amenities and services at Sonder are just a tap away, making a world of better stays open to all.

To learn more, visit www.sonder.com or follow Sonder on [Facebook](#), [Twitter](#) or [Instagram](#). Download the Sonder app on [Apple](#) or [Google Play](#).

About Gores Metropoulos II, Inc.

Gores Metropoulos II, Inc. (Nasdaq: GMII, GMIW, and GMIIU) is a special purpose acquisition company sponsored by an affiliate of The Gores Group, LLC, a global investment firm founded in 1987 by Alec Gores, and by an affiliate of Metropoulos & Co. whose Principals are Dean, Evan and Daren Metropoulos. Gores Metropoulos II was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Messrs. Gores and Metropoulos together have over 100 years of combined experience as entrepreneurs, operators and investors across diverse sectors including industrials, technology, media and entertainment, business services, healthcare and consumer products and services. Over the course of their careers, Messrs. Gores and Metropoulos and their respective teams have invested in more than 180 portfolio companies through varying macroeconomic environments with a consistent, operationally-oriented investment strategy. For more information, please visit www.gores.com.

Forward-Looking Statements

This press release contains a number of “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on Sonder’s management’s current expectations, estimates, projections and beliefs, as well as a number of assumptions concerning future events. When used in this press release, the words “estimates,” “projected,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “believes,” “seeks,” “may,” “will,” “should,” “future,” “propose” and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements. Forward-looking statements in this release include, but are not limited to, the closing of the drawdown on Sonder’s Delayed Draw Notes, the commencement of trading of Sonder’s common stock and publicly traded warrants on Nasdaq, Sonder’s beliefs regarding its current and future financial position, Sonder’s beliefs regarding its future financial and operating results and growth and the effect of the COVID-19 pandemic, its timing of recovery and the pandemic’s impact to Sonder’s business and financial position. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside Sonder’s management’s control, that could cause actual results to differ materially from the results discussed in the forward-looking statements. These risks, uncertainties, assumptions and other important factors include, but are not limited to: (a) the ability to recognize the anticipated benefits of the proposed business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with real estate owners and developers, guests and suppliers and retain its management and key employees; (b) changes in applicable laws or regulations, including legal or regulatory developments (such as changes in local laws affecting hotels, apartments and other accommodation and regulatory developments related to special purpose acquisition companies); (c) the possibility that Sonder may be adversely affected by other economic, business and/or competitive factors; (d) risks related to the impact of the COVID-19 pandemic, including the Omicron and other variants and potential governmental and other restrictions (including travel restrictions) resulting therefrom; and (e) other risks and uncertainties described in the final proxy statement/prospectus/consent solicitation statement, including those under the heading “Risk Factors” therein, and other documents filed by the Company from time to time with the SEC. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Except as required by law, Sonder does not undertake any obligation to update or revise its forward-looking statements to reflect events or circumstances after the date of this report. Additional risks and uncertainties are identified and discussed in Sonder’s reports filed and to be filed with the SEC and available at the SEC’s website at www.sec.gov.

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