SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES Estimated average burden hours per response: 0.5

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

			2. Date of Event Requiring Statement (Month/Day/Year) 01/19/2021		3. Issuer Name and Ticker or Trading Symbol <u>Gores Metropoulos II, Inc.</u> [ GMII ]							
(Last) (First) (Middle) C/O GORES METROPOULOS II,					4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				5. Fil	5. If Amendment, Date of Original Filed (Month/Day/Year)		
INC. 6260 LOOKOU			X Director Officer (giv title below)			Owner (specify /)		heck Applicab Form filed	oint/Group Filing le Line) l by One Reporting			
(Street) BOULDER C	O 8030	1							:	Person Form filed Reporting	by More than One Person	
(City) (S	tate) (Zip)											
	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)		Direct Indirect	4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Table II - Derivative Securities Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)												
4) Expirat			ion Date		3. Title and Amount of Securities Underlying Derivative Security (Ins 4)						6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Date Exerci		Date Exercisable	Expiration Date	Title	Amount or Number of Shares			Derivative Security		or Indirect (I) (Instr. 5)	5)	
Class F Common Stock, par value \$0.0001 per share			(1)(2)	S	Class A Common Stock, par value \$0.0001 per share		25(1)(2)	(1)(2)		Ι	See Footnotes <sup>(1)(2)</sup> <sup>(3)</sup>	
1. Name and Address of Reporting Person* HRM Holdings II LLC												
(Last) (First) (Middle) C/O GORES METROPOULOS II, INC. 6260 LOOKOUT ROAD												
(Street) BOULDER CO 80301												
(City)	(State)	(Zip)										
1. Name and Address of Reporting Person <sup>*</sup> Metropoulos C. Dean												
(Last)(First)(Middle)C/O GORES METROPOULOS II, INC.6260 LOOKOUT ROAD												
(Street) BOULDER	СО	80301										
(City)	(State)	(Zip)										

## **Explanation of Responses:**

1. Consists of the Reporting Persons' (as defined below) pecuniary interest in 4,855,625, or 42.5%, of the aggregate of 11,425,000 shares of Class F common stock, par value \$0.0001 per share (the "Class F Shares"), of Gores Metropoulos II, Inc. (the "Issuer"), owned directly by Gores Metropoulos Sponsor II, LLC ("Sponsor"), of which HRM Holdings II LLC ("HRM") is a managing member. The Class F Shares owned directly by Sponsor include 1,500,000 Class F Shares that are subject to forfeiture if the underwriter of the Issuer's initial public offering does not exercise in full an option granted to it to cover over-allotments. Such Class F Shares have no expiration date and (i) are convertible into shares of Class A common stock, par value \$0.0001 per share ("Class A Shares"), of the Issuer at any time at the option of the holder on a one-for-one basis and

2. (Continued From footnote 1)(ii) will automatically convert into Class A Shares at the time of the Issuer's initial business combination on a one-for-one basis, in each case, subject to adjustment as described under the heading "Description of Securities-Founder Shares" in the Issuer's registration statement on Form S-1 (File No. 333-251663).

3. Dean Metropoulos is the managing member of HRM (and together with HRM, the "Reporting Persons"). Because of the relationship among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

## **Remarks:**

Exhibit 99.1 Joint Filer Information

/s/ Dean Metropoulos, Managing Member of HRM Holdings II LLC /s/ Dean Metropoulos \*\* Signature of Reporting

Person

<u>01/19/2021</u> 01/19/2021

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.

	Joint Filer	Information
Name of Joint Filer:		HRM Holdings II LLC
Address of Joint Filer:		c/o Gores Metropoulos II, Inc. 6260 Lookout Road Boulder, CO 80301
Relationship of Joint Filer Issuer:	to	10% Owner; Director
Issuer Name and Ticker or Trading Symbol:		Gores Metropoulos II, Inc. [GMII]
Date of Event Requiring Sta (Month/Day/Year):	tement:	01/19/2021
Designated Filer:		HRM Holdings II LLC
Name of Joint Filer:		Dean Metropoulos
Address of Joint Filer:		c/o Gores Metropoulos II, Inc. 6260 Lookout Road Boulder, CO 80301
Relationship of Joint Filer Issuer:	to	10% Owner; Director

Issuer Name and Ticker or Trading Symbol:

Date of Event Requiring Statement: (Month/Day/Year):

Designated Filer:

HRM Holdings II LLC

01/19/2021

Gores Metropoulos II, Inc. [GMII]