

**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): December 31, 2024

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
(I.R.S. Employer
Identification No.)

447 Sutter St., Suite 405 #542
San Francisco, California
(Address of principal executive offices)

94108
(Zip Code)

(617) 300-0956
(Registrant's telephone number, including area code)
Not Applicable
(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 communication 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 Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	SOND	The Nasdaq Stock Market LLC
Warrants, each 20 warrants exercisable for one share of Common Stock at an exercise price of \$230.00 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Nabeel Hyatt from the Board of Directors

On December 31, 2024, Nabeel Hyatt resigned from the Board of Directors (the “Board”) of Sonder Holdings Inc. (the “Company”) as a Class I director of the Board and from the Nominating, Corporate Governance, and Social Responsibility Committee, effective the same date. Mr. Hyatt’s decision to resign from the Board was not the result of any disagreement related to the Company’s operations, policies or practices.

Appointment of Erin Wallace to the Board of Directors

Effective January 1, 2025, the Board appointed Erin Wallace to serve as a Class II director of the Board to fill an existing vacancy in such class. Ms. Wallace will serve on the Board until the Company’s 2026 annual meeting of stockholders and until her successor is duly elected and qualified or until her earlier death, resignation or removal. The Board has affirmatively determined that Ms. Wallace is qualified to serve as an “independent director” in accordance with the requirements of The Nasdaq Stock Market LLC, and the Securities and Exchange Commission.

Ms. Wallace, age 65, has over 30 years of industry experience and nearly 10 years as a board member. She served as the Chief Operating Officer at Great Wolf Resorts, Inc., an entertainment and hospitality corporation, from August 2016 to December 2019. She also served as the Chief Operating Officer of The Learning Care Group, Inc., a childcare and early childhood education company, from February 2015 to August 2016. Ms. Wallace’s business experience includes several leadership roles with The Walt Disney Company, a mass media and entertainment corporation, from 1985 to 2015. Since October 2015, Ms. Wallace has served as a director of FirstService Corporation a North American leader in the property services sector, where she chairs the Governance Committee and is a member of the Executive Compensation Committee. Ms. Wallace also serves on the Board of Directors of Coast Entertainment Holdings Limited, an entertainment and leisure company, since January 2022. She received a Master of Business Administration from Rollins College and a Bachelor of Science in Industrial Engineering from the University of Florida.

The Company entered into an indemnification agreement with Ms. Wallace, which is on substantially the same terms as the indemnification agreements with the Company’s other directors and executive officers. The Company has previously filed a form of indemnification agreement as Exhibit 10.28 to the Current Report on Form 8-K on January 24, 2022, which is incorporated by reference herein.

Ms. Wallace is entitled to cash and equity compensation for her service on the Board and any committees in the amounts approved by the Board and as the Company generally provides to independent directors. There is no arrangement or understanding between Ms. Wallace and any other person pursuant to which Ms. Wallace was appointed as a member of the Board. There are no transactions, relationships or agreements between Ms. Wallace and the Company that would require disclosure pursuant to Item 404(a) of Regulation S-K. Ms. Wallace does not have a family relationship with any member of the Board or any of the Company’s executive officers.

Item 7.01 Regulation FD Disclosure.

On January 6, 2025, the Company issued a press release announcing the appointment of Ms. Wallace to the Board and the appointment of Janice Sears as Chairperson of the Board. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release Dated January 6, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Sonder Holdings Inc. Appoints Erin Wallace to Board of Directors

Board Appoints Janice Sears as Independent Chair

SAN FRANCISCO, January 6, 2025 -- Sonder Holdings Inc. (NASDAQ: SOND) (“Sonder” or the “Company”) today announced that Erin Wallace was appointed to its Board of Directors (the “Board”) on January 1, 2025. Nabeel Hyatt, who has served on the Sonder Board since 2016, resigned from the Board on December 31, 2024. Additionally, Sonder has transitioned to a structure with an independent director serving as the Board Chairperson, which is consistent with the Board’s focus on enhancing corporate governance. Janice Sears, who previously served as Lead Independent Director of the Board, has been appointed as Chairperson of the Board.

Ms. Wallace brings over three decades of operations expertise across the hospitality, entertainment and resort industries. She spent the majority of her career at The Walt Disney Company (“Disney”), where she held various senior executive roles across its theme parks and resorts business, including overseeing global guest-facing operations for all lines of business. Following her retirement from Disney, Ms. Wallace held subsequent executive roles as Chief Operating Officer of Great Wolf Resorts, Inc., where she led operations for the company’s entire lodge footprint across the U.S. and oversaw new lodge openings with next-generation brand standards and standard operating procedures, and as Chief Operating Officer of The Learning Care Group, Inc., where she led operations of over 900 early childhood education centers across the U.S. Ms. Wallace currently serves on the board of directors of FirstService Corporation and Coast Entertainment Holdings Limited.

Janice Sears, Chairperson of the Sonder Board, said, “We are thrilled to welcome Erin to the Sonder Board. Her expertise at the intersection of hospitality and operations is the perfect complement to our Board as we oversee Sonder’s next phase of transformation and growth. Ongoing refreshment and continuous governance enhancements are an important part of our work and the changes we announced today underscore that commitment. On behalf of the entire Board, I want to thank Nabeel for his countless contributions and longstanding service to Sonder.”

“As we continue to progress with our integration efforts under the strategic licensing agreement with Marriott International and with the continued execution of our operational initiatives across the business, Erin’s expertise will be immediately additive to the transformational efforts underway,” said Francis Davidson, Co-Founder and CEO of Sonder. “Nabeel saw our vision for Sonder from the very beginning and his early investment in our company has been a foundational part of our growth story. I have greatly appreciated his guidance as a Board member over the past decade and Nabeel has helped Sonder achieve numerous milestones.”

About Sonder

Sonder (NASDAQ: SOND) is a leading global brand of premium, design-forward apartments and intimate boutique hotels serving the modern traveler. Launched in 2014, Sonder offers inspiring, thoughtfully designed accommodations and innovative, tech-enabled service combined into one seamless experience. Sonder properties are found in prime locations in over 40 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 [Instagram](#), [LinkedIn](#) or [X](#).

Download the Sonder app on [Apple](#) or [Google Play](#).

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based upon current expectations or beliefs, as well as assumptions about future events. Forward-looking statements include all statements that are not historical facts and can generally be identified by terms such as “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potentially,” or “will” or similar expressions and the negatives of those terms. These statements include, but are not limited to, statements relating to the Company’s governance practices, strategy and operational initiatives, and the experience of Sonder’s Board and leadership team. Actual results could differ materially from those expressed in or implied by the forward-looking statements due to a number of risks and uncertainties, including the risks and uncertainties described in the Company’s SEC reports, and under the heading “Risk Factors” in its most recent annual report on Form 10-K and quarterly reports on Form 10-Q, which are available at www.sec.gov. The forward-looking statements contained herein are only as of the date of this press release. Except as required by law, the Company does not undertake any obligation to update or revise its forward-looking statements to reflect events or circumstances after the date of this press release.

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