
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 8)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

SONDER HOLDINGS INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, \$0.0001 par value
(Title of Class of Securities)

83542D102
(CUSIP Number of Class of Securities Underlying Common Stock)

Phil Rothenberg
General Counsel
Sonder Holdings Inc.
500 E 84th Ave., Suite A-10
Thornton, CO, 80229
Telephone: (617) 300-0956

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Mark B. Baudler
Richard C. Blake
Jonathan Chan
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
605 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 8 (this “**Amendment No. 8**”) amends and supplements the Tender Offer Statement on Schedule TO filed originally with the United States Securities and Exchange Commission (the “**SEC**”) on October 18, 2022, and amended by Amendment No. 1 on October 24, 2022, Amendment No. 2 on October 28, 2022, Amendment No. 3 on November 1, 2022, Amendment No. 4 on November 7, 2022, Amendment No. 5 on November 10, 2022, Amendment No. 6 on November 16, 2022 and Amendment No. 7 on November 22, 2022 (collectively, the “**Schedule TO**”), by Sonder Holdings Inc., a Delaware corporation (“**Sonder**” or the “**Company**”), in connection with its offer to reprice (the “**Offer**”) certain options up to an aggregate of 24,155,664 shares of the Company’s common stock, whether vested or unvested, granted under the Plans (as defined in the Schedule TO), with an exercise price per share greater than the closing price of the Company’s common stock on the Nasdaq Global Select Market on the expiration date of the Offer, that are outstanding and unexercised at the start of the Offer and remain outstanding and unexercised through the Repricing Date (as defined in the Schedule TO).

Only those items amended or supplemented are reported in this Amendment No. 8. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 8 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 8 together with the Schedule TO, the Offer to Reprice dated October 18, 2022 (the “**Offer to Reprice**”) and the other Disclosure Documents (as defined in the Schedule TO).

Page 29 of the Offer to Reprice.

Page 29 of the Offer to Reprice is amended and supplemented by replacing the fourth row under the first paragraph under the Section titled “17. Additional information.” with the following:

The information contained in our Current Reports on Form 8-K, filed with the SEC through the date of this amendment, except to the extent that information therein is furnished and not filed with the SEC; and

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(V)	Forms of Communication Regarding the Stock Option Repricing Program

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

SONDER HOLDINGS INC.

Date: November 23, 2022

By: /s/ Phil Rothenberg

Name: Phil Rothenberg

Title: General Counsel and Secretary

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)*	Offer to Reprice Eligible Stock Options, dated October 18, 2022
(a)(1)(B)*	Email Announcing Launch of Sonder's Stock Option Repricing Program, dated October 18, 2022
(a)(1)(C)*	Election Terms and Conditions
(a)(1)(D)*	Form of Confirmation Email
(a)(1)(E)*	Form of Reminder Email Regarding Expiration of Sonder's Stock Option Repricing Program
(a)(1)(F)*	Form of Email Announcing Expiration of Sonder's Stock Option Repricing Program
(a)(1)(G)*	Form of Email Announcing Upcoming Information Sessions About Sonder's Stock Option Repricing Program
(a)(1)(H)*	Employee Presentation
(a)(1)(I)*	Employee Presentation Transcript
(a)(1)(J)*	Screenshots from Offer Website
(a)(1)(K)*	Transcript for the Sonder Employee All Hands Meeting, October 24, 2022 - Reminder about the Offer
(a)(1)(L)*	Form of Reminder Slack Message
(a)(1)(M)*	Form of Reminder Message about the Offer
(a)(1)(N)*	Form of Reminder Message about the Offer
(a)(1)(O)*	Form of Email Regarding Additional Stock Option Repricing Program Materials and Training Sessions
(a)(1)(P)*	Stock Option Repricing Program Training on How to Make Your Elections - Transcript
(a)(1)(Q)*	Stock Option Repricing Program Q&A
(a)(1)(R)*	Form of Email Reminder Regarding the Stock Option Repricing Program
(a)(1)(S)*	Transcript for the Sonder Employee All Hands Meeting, November 14, 2022 - Reminder about the Stock Option Repricing Program
(a)(1)(T)*	Form of Email Announcing the Extension of the Stock Option Repricing Program
(a)(1)(U)*	Form of Email Announcing the Extension of the Stock Option Repricing Program
(a)(1)(V)**	Forms of Communication Regarding the Stock Option Repricing Program
(b)	Not applicable.
(d)(1)*	2021 Equity Incentive Plan of Sonder Holdings Inc., as amended, and forms of agreements thereunder (incorporated by reference from Exhibit 10.8 to Sonder's Registration Statement on Form S-4/A filed with the Securities and Exchange Commission on December 13, 2021)
(d)(2)*	2019 Equity Incentive Plan, as amended, and forms of agreements thereunder (incorporated by reference from Exhibit 10.11 to Sonder's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 24, 2022)
(g)	Not applicable.
(h)	Not applicable.
107*	Filing Fee Table

* Previously filed.

** Filed herewith.

Calculation of Filing Fee Tables
Schedule TO/A
(Form Type)
Sonder Holdings Inc.
(Exact Name of Registrant as Specified in its Charter)
Table 1: Transaction Valuation

	Transaction Valuation	Fee Rate	Amount of Filing Fee
Fees to Be Paid	\$ 16,136,524 ⁽¹⁾	0.0001102	\$1,778.24 ⁽²⁾
Fees Previously Paid	—		
Total Transaction Valuation	\$ 16,136,524 ⁽¹⁾		
Total Fees Due for Filing			\$1,778.24
Total Fees Previously Paid			\$ —
Total Fee Offsets			\$ —
Net Fee Due			\$1,778.24

(1) Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the Transaction Valuation assumes that all stock options to purchase shares of the issuer's common stock that may be eligible for repricing in the offer will be repriced pursuant to this offer. This calculation assumes stock options to purchase an aggregate of 24,155,664 shares of the issuer's common stock, having an aggregate value of \$16,136,524 as of October 15, 2022, calculated based on a Black-Scholes model will be repriced pursuant to this offer.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$110.20 per \$1,000,000 of the aggregate amount of the Transaction Valuation (or 0.01102% of the aggregate Transaction Valuation). The Transaction Valuation set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.

(3) The fee of \$1,778.24 was paid in connection with the original filing of this Schedule TO by the issuer (File No. 005-92541) on October 18, 2022.

FORMS OF COMMUNICATION REGARDING THE STOCK OPTION REPRICING PROGRAM

Form of Email to Certain Eligible Employees

From: Infinite Equity
To: Certain Eligible Employees
Date: November 2022
Re: Sonder Option Repricing Program Reminder

Sonder's Stock Option Repricing Program (the "Offer") currently is still open. Please note that the Offer will expire at 9:00 p.m., Pacific Time, on December 1, 2022. We encourage you to give yourself adequate time to make your election if you wish to participate.

According to our records, you have not yet submitted an election for your eligible options. Participation in the Offer is completely voluntary; however, if you would like to participate in the Offer, we must receive your election electronically via Sonder's Offer website at www.myoptionexchange.com no later than 9:00 p.m., Pacific Time, on December 1, 2022.

Only elections that are properly completed on or before the expiration date via the Offer website at www.myoptionexchange.com will be accepted. If you have any questions, please direct them by email to stockadmin@sonder.com.

This notice does not constitute the Offer. The full terms of the Offer are described in (1) the Offer to Reprice Certain Outstanding Stock Options for Repriced Stock Options; (2) the launch email announcing the Offer; and (3) the election terms and conditions attached to the launch email, together with its associated instructions. You may access these documents through the U.S. Securities and Exchange Commission's website at www.sec.gov, on Sonder's Offer website at www.myoptionexchange.com, or by reaching out to stockadmin@sonder.com.

Form of Stock Option Repricing Program Reminder

From: Senior Leadership Team Members, Head of Departments, Managers

To: Eligible Employees

Date: November 2022

Via: Email, Slack, Asana, Newsletters, Meetings

Re: Sonder Option Repricing Program Reminder

This is a reminder that the Stock Option Repricing Program offering period ends on December 1, 2022 at 9:00 p.m. PST. Check the Global Equity page on the intranet for more information or contact stockadmin@sonder.com.

Form of Stock Option Repricing Program Update

From: Senior Leadership Team Members, Head of Departments, Managers

To: Eligible Employees

Date: November 2022

Via: Email, Slack, Asana, Meetings

Re: Sonder Option Repricing Program Update

As a result of the information technology security incident, Sonder extended the Stock Option Repricing Program offering period to allow employees to make an informed decision about their Sonder equity based on available information about the Company. In addition, per SEC regulations, Sonder was required to keep the Repricing Program offering period open longer.

Form of Notice to Eligible Employees Regarding Expiration of the Stock Option Repricing Program

To: Eligible Employees
From: Ruby Alexander, Deputy General Counsel, Sonder Holdings Inc.
Date: December 1, 2022
Subject: Expiration of Sonder's Stock Option Repricing Program

Hi Everyone,

As of 9:00 p.m., Pacific Time, on December 1, 2022, we closed the Sonder Stock Option Repricing Program (the "Offer"). All valid elections to participate in the Offer have been accepted, and those options have a new exercise price of \$[_____] and new vesting terms, in accordance with the terms and conditions of the Offer.

The new exercise price and vesting schedule of the repriced options should be visible in your E*TRADE account on or about December 31, 2022.

If you have any questions, please contact the Sonder Stock Administration team at stockadmin@sonder.com.

Warmly,
Ruby