

**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): September 30, 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 3.03 Material Modification to Rights of Security Holders

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On September 30, 2024, the compensation committee of the board of directors of Sonder Holdings Inc. (the “Company”) approved an increase in the base salary of Martin Picard, the Chief Real Estate Officer of the Company, from CA\$480,000 (US\$355,536) per year to CA\$648,068 (US\$480,000) per year.

### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On October 1, 2024, the Company filed a certificate of amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to effect an increase in the number of authorized shares (the “Authorized Shares Increase”) of common stock of the Company, par value \$0.0001 per share (the “Common Stock”), effective as of 4:01 p.m., Eastern Time, on October 1, 2024 (the “Effective Time”).

The Company’s stockholders approved the Authorized Shares Increase at a Special Meeting of Stockholders held on September 30, 2024. Additional information about the stockholder vote is provided under Item 5.07 of this report below.

As of the Effective Time, the Company’s total number of authorized shares of all classes of capital stock will be increased from 272,000,000 to 401,809,144. The number of authorized shares of Common Stock will increase from 20,000,000 shares to 149,809,144 shares. The number of authorized shares of special voting common stock will remain unchanged, with 2,000,000 shares authorized. The number of authorized shares of preferred stock will remain unchanged with 250,000,000 shares authorized.

The information set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

### Item 5.07 Submission of Matters to a Vote of Security Holders

On September 30, 2024, the Company held a special meeting of stockholders (the “Special Meeting”). At the Special Meeting, a total of 6,741,938 (or 58.19%) of the Company’s issued and outstanding shares of common stock, including special voting common stock, held of record as of August 19, 2024, the record date for the Special Meeting, were present either in person or by proxy, which constituted a quorum for the transaction of business at the Special Meeting.

The Company’s stockholders voted on the following proposals at the Special Meeting, which are described in more detail in the Company’s definitive proxy statement filed with the United States Securities and Exchange Commission (the “SEC”) on September 9, 2024. The final vote tabulation for each proposal is set forth below.

- To approve, for purposes of complying with Nasdaq Listing Rules 5635(b), (c) and (d), the issuance of shares of our common stock issuable upon conversion of our shares of Series A Convertible Preferred Stock.*

The proposal was approved as set forth below:

For	Against	Abstain
6,614,549	94,194	33,195

- To approve an amendment to the Company’s amended and restated certificate of incorporation, as amended, to increase the Company’s authorized shares of capital stock from 272,000,000 shares to 401,809,144 shares,*

consisting of (a) (i) 149,809,144 shares of common stock, and (ii) 2,000,000 shares of special voting common stock, and (b) 250,000,000 shares of preferred stock.

The proposal was approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
6,551,160	141,602	49,176

**Item 7.01 Regulation FD Disclosure**

On October 1, 2024, the Company issued a press release announcing the approval of each proposal. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including in Exhibit 99.1 attached hereto, is “furnished” and not “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. Such information shall not be incorporated by reference in another filing under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”), except to the extent such other filing specifically incorporates such information by reference.

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**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of Sonder Holdings Inc.</a>
99.1	<a href="#">Press Release Dated October 1, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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.

Sonder Holdings Inc.

Date: October 1, 2024

By: /s/ Dominique Bourgault

Name: Dominique Bourgault

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
SONDER HOLDINGS INC.**

Sonder Holdings Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “*Company*”), does hereby certify that:

1. The name of the Company is Sonder Holdings Inc.
2. This Certificate of Amendment (this “*Certificate of Amendment*”) amends the provisions of the Company’s Certificate of Incorporation, as amended, and any amendments thereto (the “*Certificate of Incorporation*”), last amended by a Certificate of Amendment of Amended and Restated Certificate of Incorporation filed with the Secretary of State on September 19, 2023.
3. The second paragraph of Article IV of the Certificate of Incorporation is hereby amended to read in its entirety as set forth below:  
  
“The total number of shares of all classes of capital stock, each with a par value of \$0.0001 per share, which the Company is authorized to issue is 401,809,144 shares, consisting of (a) 151,809,144 shares of General Common Stock (the “*General Common Stock*”), including (i) 149,809,144 shares of Common Stock (the “*Common Stock*”), and (ii) 2,000,000 shares of Special Voting Common Stock (the “*Special Voting Common Stock*”), and (b) 250,000,000 shares of preferred stock, par value \$0.0001 per share (the “*Preferred Stock*”).”
4. This amendment was duly adopted in accordance with the provisions of Sections 212 and 242 of the General Corporation Law of the State of Delaware.
5. This Certificate of Amendment shall be effective as of 4:01 p.m., Eastern Time, on the date written below.
6. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

**IN WITNESS WHEREOF**, the Company has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this day of October 1, 2024.

SONDER HOLDINGS INC.

By: /s/ Katherine E. Potter  
Name: Katherine E. Potter  
Title: Secretary

## Sonder Holdings Inc. Announces Results of Special Meeting of Shareholders

**SAN FRANCISCO, October 1, 2024** – Sonder Holdings Inc. (NASDAQ: SOND or the “Company”), a leading global brand of premium, design-forward apartments and intimate boutique hotels serving the modern traveler, today announced that holders of approximately 57% of Sonder’s outstanding shares of common stock voted to approve all proposals at a Special Meeting of Shareholders held on September 30, 2024.

As previously announced on August 19, 2024, a consortium of investors committed to purchase approximately \$43 million of a newly designated series of convertible preferred equity (the “Preferred Equity”) of Sonder. \$14.7 million of the \$43 million Preferred Equity was purchased on or about August 13, 2024. The remainder of the Preferred Equity transaction is expected to close in the coming weeks following the filing of Sonder’s quarterly reports on Form 10-Q for the fiscal quarters ended March 31, 2024 and June 30, 2024.

“Approval of these proposals represents an important milestone as we strengthen our balance sheet and position Sonder for long-term growth,” said Francis Davidson, Co-Founder and CEO of Sonder. “Since announcing our strategic licensing agreement with Marriott, we have made tangible early progress on our integration plans and this additional liquidity will continue to support the integration efforts underway to realize the full value of our partnership.”

Sonder will disclose the final vote results, as certified by the independent inspector of elections, on a Current Report on Form 8-K with the U.S. Securities and Exchange Commission.

### 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 <http://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 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 timing

of the filing of the Company's Form 10-Qs for the fiscal quarters ended March 31, 2024 and June 30, 2024 and the closing of the Preferred Equity transaction; improving the Company's balance sheet and long-term growth; and the Company's progress on its integration plans related to its strategic licensing agreement with Marriott. Actual results could differ materially from those expressed in or implied by the forward-looking statements due to a number of risks and uncertainties. The forward-looking statements contained herein speak 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.

**Contacts:**

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