

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Banker Sanjay D</u>  (Last) (First) (Middle) <u>C/O SONDER HOLDINGS INC.</u> <u>447 SUTTER ST. STE 405 #542</u>  (Street) <u>SAN FRANCISCO CA 94108</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sonder Holdings Inc. [ SOND ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/06/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Series A Convertible Preferred Stock</u>	<u>(I)</u>	<u>11/06/2024</u>		<u>A</u>		<u>71,000</u>		<u>(2)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>71,000</u>	<u>\$1</u>	<u>100,000</u>	<u>D</u>	

**Explanation of Responses:**

- The Series A Convertible Preferred Stock, par value \$0.0001 per share, of the Issuer, is convertible into a number of shares of common stock equal to (x) the liquidation preference, plus an amount equal to all accumulated and unpaid dividends on such shares (including dividends accrued and unpaid on previously unpaid dividends) divided by (y) a conversion price of the lower of (i) \$1.00 and (ii) a 10% discount to the lowest daily VWAP of the common stock in the 7 trading days prior to the date of conversion, subject to a minimum conversion price of \$0.50. The number of shares of common stock and Series A Convertible Preferred Stock included herein excludes any shares of Series A Convertible Preferred Stock issuable with respect to accrued and unpaid dividends and shares of common stock issuable upon the conversion thereof.
- The shares of Series A Convertible Preferred Stock were immediately convertible into shares of common stock upon their issuance on November 6, 2024.
- The conversion rights of the Series A Convertible Preferred Stock do not expire.

**Remarks:**

/s/ Katherine E. Potter  
Attorney-in Fact for Sanjay 11/08/2024  
Banker

\*\* Signature of Reporting Person 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 4 (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.