

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Davidson Francis</u>			2. Issuer Name and Ticker or Trading Symbol <u>Gores Metropoulos II, Inc. [ SOND ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/18/2022</u>						
C/O SONDER HOLDINGS INC. 101 15TH ST			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
<u>SAN FRANCISCO</u>	<u>CA</u>	<u>94103</u>							

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			
Common Stock	01/18/2022		A <sup>(1)</sup>		5,197,040	A	\$0.00	5,197,040 <sup>(2)(3)</sup>	D	
Common Stock	01/18/2022		S		1,829,268	D	\$8.2	3,367,772 <sup>(2)(3)</sup>	D	

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	Amount or Number of Shares				
Special Voting Common Stock	\$0.00 <sup>(4)</sup>	01/18/2022		A		7,421,382		(4)	(4)	Common Stock	7,421,382	\$0.00	7,421,382 <sup>(4)</sup>	D	
Stock Option (Right to Buy)	\$6.09 <sup>(5)</sup>	01/18/2022		A		4,728,634 <sup>(5)</sup>		12/31/2023 <sup>(6)</sup>	02/15/2031	Common Stock	4,728,634	\$0.00	4,728,634 <sup>(5)</sup>	D	

Explanation of Responses:

- Acquired pursuant to the terms of the Agreement and Plan of Merger dated as of April 29, 2021 (as amended, the "Merger Agreement") by and among Sonder Holdings Inc. ("Private Company Sonder"), Gores Metropoulos II, Inc. ("Parent"), Sunshine Merger Sub I, Inc. ("Merger Sub I") and Sunshine Merger Sub II, LLC ("Merger Sub II"), pursuant to which Merger Sub I merged with and into Private Company Sonder ("First Merger") with Private Company Sonder as the surviving corporation and immediately following the First Merger, the surviving corporation merged with and into Merger Sub II with Merger Sub II as the surviving entity and a wholly-owned subsidiary of Parent which changed its name to Sonder Holdings Inc. (the "Issuer"). The foregoing transaction is referred to as the "Business Combination".
- A portion of the shares are subject to repurchase by the Issuer, which repurchase rights will lapse as to such shares as set forth in the restricted stock purchase agreement dated as of December 2, 2019 entered into between the Reporting Person and Private Company Sonder, provided that the Reporting Person remains a service provider to the Issuer through such respective repurchase periods.
- Pursuant to an earnout provision in the Merger Agreement, the Reporting Person is entitled to receive his pro rata portion of additional shares of Common Stock, for no additional consideration, if the daily volume weighted average price (based on such trading day) of one share exceeds certain thresholds for a period of at least 10 days out of 20 consecutive trading days, as adjusted, at any time during the 5 year period beginning on the 180th day following the closing of the Business Combination.
- The shares of Special Voting Common Stock are non-economic, voting shares of the Issuer, which will be redeemed by the Issuer upon the conversion of shares of Series AA Common Exchangeable Preferred Shares of Sonder Canada Inc., a subsidiary of the Issuer, into shares of the Issuer's Common Stock. The Special Voting Common Stock has no expiration date.
- Pursuant to the terms of the Merger Agreement, at the closing of the Business Combination, the holders of outstanding Private Company Sonder stock options received an option to purchase Common Stock of the Issuer adjusted for the Option Exchange Ratio set forth in the Merger Agreement.
- 1/3rd of the shares subject to the option shall become vested and exercisable if the market value target set forth in the option agreement is met by the Company on or before the Exercisable Date set forth above, provided that the Reporting Person remains a service provider to the Company on such vest date. 1/3 of the shares subject to the option shall vest and become exercisable on or before October 19, 2027 and 1/3 of the shares subject to the option shall vest and become exercisable on or before February 19, 2031 if the market value target set forth in the option agreement for each vest date is met by the Company, and provided that the Reporting Person remains a service provider to the Company as of each such date.

Remarks:

/s/ Ruby Alexander Attorney-in-Fact for Francis Davidson 01/18/2022

\*\* 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.