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

SCHEDULE TO
(Amendment No. 1)

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. 1 (this “**Amendment No. 1**”) 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 (the “**Schedule TO**”), by Sonder Holdings Inc., a Delaware corporation (“**Sonder**” or the “**Company**”), on October 28, 2022 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. 1. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 1 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).

The Offer to Reprice and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Reprice, are hereby amended and supplemented as follows:

1. Page 23 of the Offer to Reprice is amended and supplemented by adding the following sentence as a new final paragraph of the Section titled “11. Interests of executive officers and directors; transactions and arrangements concerning the options.”:

On October 22, 2022, our board of directors appointed Sean Aggarwal as a director of the Company, effective immediately. In accordance with our Outside Director Compensation Policy, Mr. Aggarwal received a grant of restricted stock units on October 22, 2022 covering 169,312 restricted stock units of the Company’s common stock. As of October 22, 2022, Mr. Aggarwal does not hold any options granted under our Plans (equal to 0.0% of the total outstanding options under the Plans).

2. Schedule A to the Offer to Reprice is amended and supplemented by adding the following sentence prior to the final paragraph of Schedule A:

On October 22, 2022, our board of directors appointed Mr. Aggarwal as a director of the Company, effective immediately.

Item 12. Exhibits.

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

<u>Exhibit Number</u>	<u>Description</u>
(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

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: October 24, 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
(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

	<u>Transaction Valuation</u>	<u>Fee Rate</u>	<u>Amount of Filing Fee</u>
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.

Transcript for the Sonder Employee All Hands Meeting, October 24, 2022 - Reminder about the Offer

Hi all - just a reminder that we launched our stock option repricing program for eligible employees last week. We're offering eligible employees a one-time opportunity to reprice the strike price of certain option grants. The new exercise price will be Sonder's closing share price on the day we close the Offer, which is currently scheduled for Nov. 15.

Two training sessions have taken place. If you didn't get the chance to attend one of them, the recording is available on our intranet on the Global Equity page.

The Stock Admin team will host another company-wide information session about the Offer on Thursday, October 27th at 9:00 am EST and 3:00 pm EST. You can also reach out to our Stock Admin team if your group would like to schedule an information session about the Offer directly with them.

Please take a look at the email that Ruby Alexander sent out last week. It contains the link to the portal that you'll need to access in order to reprice your eligible stock options. If you have questions on this topic, reach out to stockadmin@sonder.com or go to our intranet site to view the materials.

Form of Reminder Slack Message

Channels: #onesonder and other Sonder Slack Channels

Posted By: Francis Davidson (CEO), other Senior Leadership Members and Managers

Posted On: October [], 2022

Hey team - in case you missed it, our stock option repricing program has launched for eligible employees! To participate, view terms and access Q&A, check out the portal link <https://www.myoptionexchange.com/Identity/Account/Register?returnUrl=%2F>. Use your Sonder email to access the portal. If you have questions, contact stockadmin@sonder.com.