

---

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

---

**SCHEDULE TO**  
(Amendment No. 2)

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. 2 (this “**Amendment No. 2**”) 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 (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. 2. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 2 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).

**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)(M)	<a href="#">Form of Reminder Message about the Offer</a>
(a)(1)(N)	<a href="#">Form of Reminder Message about the Offer</a>

**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 27, 2022

By: /s/ Chris Berry  
Name: Chris Berry  
Title: Chief Accounting Officer

## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)*	<a href="#">Offer to Reprice Eligible Stock Options, dated October 18, 2022</a>
(a)(1)(B)*	<a href="#">Email Announcing Launch of Sonder's Stock Option Repricing Program, dated October 18, 2022</a>
(a)(1)(C)*	<a href="#">Election Terms and Conditions</a>
(a)(1)(D)*	<a href="#">Form of Confirmation Email</a>
(a)(1)(E)*	<a href="#">Form of Reminder Email Regarding Expiration of Sonder's Stock Option Repricing Program</a>
(a)(1)(F)*	<a href="#">Form of Email Announcing Expiration of Sonder's Stock Option Repricing Program</a>
(a)(1)(G)*	<a href="#">Form of Email Announcing Upcoming Information Sessions About Sonder's Stock Option Repricing Program</a>
(a)(1)(H)*	<a href="#">Employee Presentation</a>
(a)(1)(I)*	<a href="#">Employee Presentation Transcript</a>
(a)(1)(J)*	<a href="#">Screenshots from Offer Website</a>
(a)(1)(K)*	<a href="#">Transcript for the Sonder Employee All Hands Meeting, October 24, 2022 - Reminder about the Offer</a>
(a)(1)(L)*	<a href="#">Form of Reminder Slack Message</a>
(a)(1)(M)**	<a href="#">Form of Reminder Message about the Offer</a>
(a)(1)(N)**	<a href="#">Form of Reminder Message about the Offer</a>
(b)	Not applicable.
(d)(1)*	<a href="#">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)</a>
(d)(2)*	<a href="#">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)</a>
(g)	Not applicable.
(h)	Not applicable.
107**	<a href="#">Filing Fee Table</a>

\* 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 <sup>(1)</sup>	0.0001102	\$1,778.24 <sup>(2)</sup>
Fees Previously Paid	—		
Total Transaction Valuation	\$ 16,136,524 <sup>(1)</sup>		
Total Fees Due for Filing			\$1,778.24
Total Fees Previously Paid			\$ —
Total Fee Offsets			\$ —
<b>Net Fee Due</b>			<b>\$1,778.24</b>

(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.

**Form of Reminder Message about the Offer**

Communication Via: E-Mail, Slack, Asana, and/or Newsletters

Sent or Posted By: Senior Leadership Team members, Managers, Supervisors, Head of Departments,  
and other employees

Sent To: Employees

Sent or Posted On: October 28, 2022, October [ ], 2022, and November [ ], 2022

---

Last week, we launched our stock option repricing program, aka our offer. All eligible employees have a one-time, voluntary opportunity to reprice the exercise price of certain of their stock options. The new exercise price will be the closing price of our stock on the day we close the offer, which is scheduled for Nov. 15.

The Stock Admin team is hosting additional company-wide information sessions about our offer on:

- November 2nd (Wednesday) at 10:00 a.m. ET; and
- November 3rd (Thursday) at 3 p.m. ET.

This is an important initiative and we want to make sure eligible employees access the information and understand their choices. To view details or participate, login to [myoptionexchange.com](http://myoptionexchange.com). Visit our Global Equity page on the intranet for an FAQ and information session recording.

Questions can be sent to [stockadmin@sonder.com](mailto:stockadmin@sonder.com).

**Form of Reminder Message about the Offer**

Communication Via: E-mail, Slack, Asana, and/or Newsletters

Sent or Posted By: Phil Rothenberg (General Counsel), other Senior Leadership Team members, Managers, Supervisors, and other employees

Sent To: Senior Leadership Team members, General Managers, Head of Departments, and other employees

Sent or Posted On: October 31, 2022 and November [ ], 2022

---

As you've seen, we launched our stock option repricing program (the "Offer"). All eligible employees have a one-time, voluntary opportunity to reprice the exercise price of certain of their stock options. The new exercise price will be the closing price of our stock on the day we close the offer, which is scheduled for Nov. 15.

This is an important initiative and we want to make sure our employees access the information and understand their choices.

To view details or participate in the Offer, login to [myoptionexchange.com](http://myoptionexchange.com). Visit our Global Equity page on the intranet for an FAQ and information session recording.

The Stock Admin team is hosting additional company-wide information sessions about the Offer on:

- November 2nd (Wednesday) at 10:00 a.m. ET; and
- November 3rd (Thursday) at 3 p.m. ET.

If you or your direct reports have any questions, they can contact [stockadmin@sonder.com](mailto:stockadmin@sonder.com).

Please feel free to forward this message to your teams and encourage them to access the portal for details.

Thanks,  
Phil