

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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).

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) C/O SONDER HOLDINGS INC. 447 SUTTER ST. STE 405 #542 (Street) SAN FRANCISCO CA 94108 (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 <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2025	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2025		M		6,258	A	(1)	10,458 ⁽²⁾	D	
Common Stock	02/13/2025		M		4,199	A	(1)	14,657 ⁽³⁾	D	
Common Stock	02/13/2025		A		49,689	A	\$0	64,346 ⁽⁴⁾	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					
Restricted Stock Units	(1)	02/13/2025		M		6,258	(5)	(5)	Common Stock	6,258	\$0	0	D	
Restricted Stock Units	(1)	02/13/2025		M		4,199	(6)	(6)	Common Stock	4,199	\$0	4,199	D	
Series A Convertible Preferred Stock	(7)						(8)	(9)	Common Stock	100,000		100,000	D	
Employee stock option (right to buy)	\$27.8						(10)	01/28/2029	Common Stock	104,371		104,371	D	
Employee stock option (right to buy)	\$34.8						(10)	06/18/2030	Common Stock	100		100	D	
Employee stock option (right to buy)	\$34.8						(10)	11/11/2031	Common Stock	577		577	D	
Employee stock option (right to buy)	\$34.8						(10)	11/05/2030	Common Stock	1,779		1,779	D	
Employee stock option (right to buy)	\$34.8						(10)	11/05/2030	Common Stock	75,439		75,439	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock.
- Reflects the delayed vesting upon the effectiveness of the issuer's Registration Statement on Form S-8 with respect to the shares of common stock available for issuance under the issuer's 2021 Equity Incentive Plan, as amended, which were due to vest on June 7, 2024. The issuance of the shares of common stock was delayed until the issuer's filing of its delinquent periodic reports.
- Reflects the delayed vesting upon the effectiveness of the issuer's Registration Statement on Form S-8 with respect to the shares of common stock available for issuance under the issuer's 2021 Equity Incentive Plan, as amended, which were due to vest on January 1, 2025. The issuance of the shares of common stock was delayed until the issuer's filing of its delinquent periodic reports.
- Represents RSUs granted on February 13, 2025 as compensation for service as a director. The RSUs will vest in full on the earlier of (i) the one-year anniversary of the grant date of February 13, 2024, or (ii) the date of the 2025 annual meeting of shareholders, each subject to the reporting person's continued service as a director through the vesting date. Each RSU represents a contingent right to receive one share of common stock.
- Represents RSUs granted on June 7, 2023 as compensation for service as a director. The RSUs will vest in full on the earlier of (i) the one-year anniversary of the grant date, or (ii) the date of the issuer's 2024 annual meeting of stockholders. Each RSU represents a contingent right to receive one share of common stock. The vesting of these RSUs was delayed upon the effectiveness of the issuer's Registration Statement on Form S-8 with respect to the shares of common stock available for issuance under the issuer's 2021 Equity Incentive Plan, as amended, which were due to vest on June 7, 2023. The issuance of the shares of common stock was delayed until the issuer's filing of its delinquent periodic reports.
- Represents RSUs granted on January 1, 2023. The RSUs will vest in three equal annual installments beginning on the first anniversary of the grant date, subject to the reporting person's continued service as a director through the vesting date. Each RSU represents a contingent right to receive one share of common stock. The vesting of these RSUs was delayed upon the effectiveness of the issuer's Registration Statement on Form S-8 with respect to the shares of common stock available for issuance under the issuer's 2021 Equity Incentive Plan, as amended, which were due to vest on January 1, 2025. The issuance of the shares of common stock was delayed until the issuer's filing of its delinquent periodic reports.
- The Series A Convertible Preferred Stock 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.
- 29,000 of the shares became convertible into shares of common stock upon shareholder approval on September 30, 2024 and 71,000 of the shares 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.
- Pursuant to a transition agreement entered into by the reporting person and a subsidiary of the issuer on October 15, 2022, 100% of the outstanding and unvested shares subject to the option awards were accelerated on December 31, 2022.

Remarks:

EX-24

/s/ Vanessa Barmack Attorney-in Fact 02/18/2025
for Sanjay 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.

POWER OF ATTORNEY

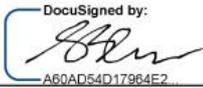
The undersigned, as a Section 16 reporting person of Sonder Holdings Inc. (the "Company"), hereby constitutes and appoints Vanessa Barmack and Albert Watson, each with full power of substitution and in name, place and stead, as the undersigned's true and lawful attorneys-in-fact to:

1. Complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. Do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company, and such other person or agency as the foregoing attorneys-in-fact shall deem necessary or appropriate.

The undersigned hereby ratifies and confirms all that said attorneys- in-fact and agents, or any of them or their duly authorized substitutes, shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or the rules and regulations promulgated thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the attorneys-in-fact named above.

This Power of Attorney is executed as of the date set forth below.

Signature:  _____

Name: Sanjay Banker

Dated: 12/26/2024 | 2:06 AM PST _____

