

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>Banker Sanjay D</u>  (Last) (First) (Middle) C/O SONDER HOLDINGS INC. 101 15TH ST  (Street) SAN FRANCISCO CA 94103  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2022	
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	Amount or Number of Shares				
Employee stock option (right to buy)	\$2.93	12/01/2022		D			1,476,066	(1)	11/05/2030	Common Stock	1,476,066	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A			1,476,066	(4)	11/05/2030	Common Stock	1,476,066	(2)	1,476,066	D	
Employee stock option (right to buy)	\$2.93	12/01/2022		D			68,333	(1)	11/05/2030	Common Stock	68,333	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A			68,333	(4)	11/05/2030	Common Stock	68,333	(2)	68,333	D	
Employee stock option (right to buy)	\$3	12/01/2022		D			2,009	(1)	06/18/2030	Common Stock	2,009	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A			2,009	(4)	06/18/2030	Common Stock	2,009	(2)	2,009	D	
Employee stock option (right to buy)	\$8.23	12/01/2022		D			2,186	(1)	11/11/2031	Common Stock	2,186	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A			2,186	(4)	11/11/2031	Common Stock	2,186	(2)	2,186	D	
Employee stock option (right to buy)	\$8.23	12/01/2022		D			9,396	(1)	11/11/2031	Common Stock	9,396	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A			9,396	(4)	11/11/2031	Common Stock	9,396	(2)	9,396	D	

**Explanation of Responses:**

- The reporting person agreed to certain amendments of their outstanding stock option pursuant to the terms of the issuer's one-time offer to reprice eligible options (the "Offer") described in the Tender Offer Statement on Schedule TO filed by the issuer with the Securities and Exchange Commission on October 18, 2022 (as amended, the "Schedule TO"). On December 1, 2022 (the "Repricing Date") the option award (the "Repriced Option") did not receive a modified vesting schedule.
- The reporting person agreed to certain amendments of their outstanding stock option pursuant to the terms of the Offer included in the Schedule TO relating to a one-time offer by the issuer to reprice certain eligible options held by eligible employees (as defined in the Schedule TO).
- This reflects a modification in the exercise price of the option award pursuant to the Offer.
- Pursuant to a transition agreement entered into by the reporting person and a subsidiary of the issuer on October 15, 2022 (the "Transition Agreement"), 100% of the outstanding and unvested shares subject to the option

award will accelerate on December 31, 2022 in connection with the reporting person's termination of employment, subject to the reporting person executing a release of claims in favor of the issuer.

**Remarks:**

/s/ Ruby Alexander Attorney-in  
Fact for Sanjay Banker      12/07/2022

\*\* 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.**