

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): August 22, 2023

SONDER HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

500 E 84th Ave., Suite A-10
Thornton, Colorado
(Address of principal executive offices)

001-39907
(Commission
File Number)

85-2097088
(I.R.S. Employer
Identification No.)

80229
(Zip Code)

(617) 300-0956
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	SOND	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per share	SONDW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Amendment to 2023 Inducement Equity Incentive Plan

Effective August 22, 2023, the Board of Directors (the “**Board**”) of Sonder Holdings Inc. (the “**Company**”) approved an amendment (the “**Inducement Plan Amendment**”) to the Sonder Holdings Inc. 2023 Inducement Equity Incentive Plan (as amended, the “**Inducement Plan**”) solely to increase the number of shares of the Company’s common stock available for issuance pursuant to equity awards granted under the Inducement Plan by 5,000,000 shares, to an aggregate of 10,000,000 shares, subject to the adjustment provisions of the Inducement Plan.

The Inducement Plan Amendment was adopted without stockholder approval pursuant to the applicable Nasdaq Listing Rules. The Inducement Plan provides for the grant of equity-based awards, including nonstatutory stock options, restricted stock units, restricted stock, stock appreciation rights, and performance awards, and its terms are substantially similar to the Sonder Holdings Inc. 2021 Equity Incentive Plan, including with respect to treatment of equity awards in the event of a “merger” or “change in control” as defined under the Inducement Plan, but with such other terms and conditions intended to comply with the Nasdaq inducement award exception or to comply with the Nasdaq acquisition and merger exception.

In accordance with the Nasdaq Listing Rules, awards under the Inducement Plan may only be made to individuals not previously employees or non-employee directors of the Company (or following such individuals’ bona fide period of non-employment with the Company), as an inducement material to the individuals’ entry into employment with the Company, or, to the extent permitted by the Nasdaq Listing Rules, in connection with a merger or acquisition.

A copy of the Inducement Plan Amendment is attached as Exhibit 10.1 hereto and is incorporated herein by reference. The foregoing description of the Inducement Plan Amendment does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	Amendment No. 1 to Sonder Holdings Inc. 2023 Inducement Equity Incentive Plan
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Sonder Holdings Inc.

Date: August 24, 2023

By: /s/ Dominique Bourgault

Name: Dominique Bourgault

Title: Chief Financial Officer

AMENDMENT NO. 1 TO

SONDER HOLDINGS INC. 2023 INDUCEMENT EQUITY INCENTIVE PLAN

The Sonder Holdings Inc. 2023 Inducement Equity Incentive Plan (the “**Plan**”) is hereby amended as follows (all capitalized terms used and not defined herein shall have the respective meanings ascribed to such terms in the Plan):

1. Section 3.1 of the Plan be and hereby is deleted in its entirety and the following is inserted in lieu thereof:

3.1 Allocation of Shares to Plan. The maximum aggregate number of Shares that may be issued under the Plan is 10,000,000 Shares. In addition, Shares may become available for issuance under the Plan pursuant to Section 3.2. The Shares may be authorized but unissued Common Stock or Common Stock issued and then reacquired by the Company.

2. Except as set forth herein, the Plan shall remain in full force and effect.

* * *

Approved by the Board of Directors on August 22, 2023.