

**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): **October 1, 2024**

SONDER HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39907
(Commission
File Number)

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

447 Sutter St., Suite 405 #542
San Francisco, California
(Address of principal executive offices)

94108
(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 20 warrants exercisable for one share of Common Stock at an exercise price of \$230.00 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On October 1, 2024, Sonder Holdings Inc. (the “Company”) received a letter (the “Staff Determination Letter”) from the Staff of the Listing Qualifications Department (“Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that it had filed its Annual Report on Form 10-K for the year ended December 31, 2023 (the “2023 Form 10-K”) with the U.S. Securities and Exchange Commission (the “SEC”), but that the Company had not filed its Quarterly Report on Form 10-Q for the quarters ended June 30, 2024 (the “Q2 2024 Form 10-Q”) and March 31, 2024 (the “Q1 2024 Form 10-Q,” and collectively, the “Delinquent Filings”) by September 30, 2024, the deadline by which the Company was to file its Delinquent Filings in order to regain compliance with Nasdaq Listing Rule 5250(c)(1) (the “Rule”). The Staff Determination Letter stated that the Staff had determined that the Company’s common stock and warrants would be suspended from The Nasdaq Global Select Market at the opening of business on October 10, 2024, and a Form 25-NSE would be filed with the SEC, which would remove the Company’s securities from listing and registration on The Nasdaq Stock Market. The Staff Determination Letter further noted that the Company may appeal the Staff’s determination to a Hearings Panel (the “Hearings Panel”), pursuant to the procedures set forth in the Nasdaq Listing Rule 5800 Series.

On October 2, 2024, the Company submitted an appeal to Nasdaq requesting a hearing before the Hearings Panel at which it intends to present its plan to regain and thereafter maintain compliance with all applicable listing requirements. The appeal automatically suspends any potential delisting through at least October 23, 2024, 15 calendar days from the date the request for hearing was due. In connection with its request for a hearing, however, the Company has also requested a stay of the suspension of trading and delisting of its common stock and warrants, pending the later hearing and decision of the Hearings Panel. The Company has been informed that hearings are typically scheduled to occur approximately 30-45 days after the date of the hearing request. Although the Company will use all reasonable efforts to regain compliance with the Rule, there can be no assurance that the Company will be able to regain compliance with that rule or will otherwise be in compliance with other Nasdaq listing criteria.

A panel will notify the Company of its decision to stay the suspension of trading and delisting of its common stock and warrants pending the later hearing and a decision by the Panel by October 18, 2024. There can be no assurance that the panel will grant the Company’s request for continued listing or stay the delisting of its common stock and warrants.

Item 7.01 Regulation FD Disclosure

On October 7, 2024, the Company issued a press release announcing the receipt of the Staff Determination Letter. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including in Exhibit 99.1 attached hereto, is “furnished” and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference in another filing under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”), except to the extent such other filing specifically incorporates such information by reference.

Caution Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based upon current expectations or beliefs, as well as assumptions about future events. Forward-looking statements include all statements that are not historical facts and can generally be identified by terms such as “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potentially,” or “will” or similar expressions and the negatives of those terms. These statements include but are not limited to, statements relating to the Company’s plans and expectations about the completion and filing of its delayed SEC reports, its submission of a request for a hearing, its estimation of the Nasdaq’s scheduling of such hearing, its submission of a request to stay the suspension of trading and delisting of its common stock and warrants on the Nasdaq. Actual results could differ materially from those expressed in or implied by the forward-looking statements due to a number of risks and uncertainties, including but not limited to uncertainties about the timing and outcomes of the Company’s request for a hearing, Nasdaq’s acceptance of the hearing request and scheduling of the hearing, and the outcome of the request to stay the suspension of trading and delisting on the Nasdaq, duration of any extension that Nasdaq may grant, the potential inability to meet Nasdaq’s requirements; uncertainties associated with the Company’s preparation of the delayed SEC reports and the related financial statements, including the possibility that additional accounting errors or corrections will be identified; the possibility of additional delays in the filing of the Forms 10-Q; and the other risks and uncertainties

described in the Company's SEC reports, including its Current Report on Form 8-K filed on October 7, 2024, and under the heading "Risk Factors" in its most recent annual report on Form 10-K and quarterly reports on Form 10-Q, which are available at www.sec.gov. The forward-looking statements contained herein speak only as of the date of this press release. Except as required by law, the Company does not undertake any obligation to update or revise its forward-looking statements to reflect events or circumstances after the date of this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Sonder Holdings, Inc. dated Dated October 7, 2024
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: October 7, 2024

By: /s/ Dominique Bourgault

Name: Dominique Bourgault

Title: Chief Financial Officer



Sonder Holdings Inc. Receives Nasdaq Staff Determination Letter; Has Requested Hearing Before Hearings Panel

October 7, 2024

SAN FRANCISCO, October 7, 2024 (GLOBE NEWSWIRE) -- Sonder Holdings Inc. (NASDAQ: SOND, "Sonder" or the "Company") today announced that it has received a letter from the staff of the Listing Qualifications Department (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that since it remains delinquent in filing its Forms 10-Q for the periods ended March 31 and June 30, 2024 (the "Forms 10-Q"), respectively (the "Delinquent Filings"), the Staff has determined that the Company is non-compliant with Nasdaq Listing Rule 5250(c)(1). Previously, the Staff granted the Company an exception until September 30, 2024, to file all delinquent periodic reports. Additionally, the Company was previously deemed delayed on the filing of the Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K"); however, the Company has since filed the 2023 Form 10-K on September 27, 2024, and the Staff determined that the Company complies with respect to the 2023 Form 10-K. As a result of the Delinquent Filings, the Company's common stock and warrants are subject to suspension in trading on October 10, 2024, and delisting from Nasdaq unless the Company appeals and requests a hearing before a Hearings Panel ("Hearings Panel") by 4:00 Eastern Time on October 8, 2024.

On October 2, 2024, the Company submitted an appeal to Nasdaq requesting a hearing before a Hearings Panel at which it intends to present its plan to regain and thereafter maintain compliance with all applicable Nasdaq listing requirements. The appeal automatically suspends any potential delisting through at least October 23, 2024, 15 calendar days from the date the request for hearing was due. In connection with its request for a hearing, however, the Company has also requested a stay of the suspension of trading and delisting of its common stock and warrants, pending the later hearing and decision of the Hearings Panel. The Company has been informed that hearings are typically scheduled to occur approximately 30-45 days after the date of the hearing request. The Company intends to file the Forms 10-Q in the next 30-45 days. A panel will notify the Company by October 18, 2024, of its decision to allow the Company to continue to trade on Nasdaq pending the later hearing and a decision by the Hearings Panel. There can be no assurance that the panel will grant the Company's request for continued listing or stay the delisting of its common stock and warrants and there can be no assurance that the Company will file the Forms 10-Q by the hearing's scheduled date.

About Sonder

Sonder (NASDAQ: SOND) is a leading global brand of premium, design-forward apartments and intimate boutique hotels serving the modern traveler. Launched in 2014, Sonder offers inspiring, thoughtfully designed accommodations and innovative, tech-enabled service combined into one seamless experience. Sonder properties are found in prime locations in over 40 markets, spanning ten countries and three continents. The Sonder app gives guests full control over their stay. Complete with self-service features, simple check-in and 24/7 on-the-ground support, amenities and services at Sonder are just a tap away, making a world of better stays open to all.

To learn more, visit www.sonder.com or follow Sonder on [Instagram](#), [LinkedIn](#) or [X](#).

Download the Sonder app on [Apple](#) or [Google Play](#).

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based upon current expectations or beliefs, as well as assumptions about future events. Forward-looking statements include all statements that are not historical facts and can generally be identified by terms such as "could," "estimate," "expect," "intend," "may," "plan," "potentially," or "will" or similar expressions and the negatives of those terms. These statements include but are not limited to, statements relating to the Company's plans and expectations about the completion and filing of its delayed SEC reports, its submission of a request for a hearing, its estimation of the Nasdaq's scheduling of such hearing, its submission of a request to stay the suspension of trading and delisting of its common stock and warrants on the Nasdaq. Actual results could differ materially from those expressed in or implied by the forward-looking statements due to a number of risks and uncertainties, including but not limited to uncertainties about the timing and outcomes of the Company's request for a hearing, Nasdaq's acceptance of the hearing request and scheduling of the hearing, and the outcome of the request to stay the suspension of trading and delisting on the Nasdaq, duration of any extension that Nasdaq may grant, the potential inability to meet Nasdaq's requirements; uncertainties associated with the Company's preparation of the delayed SEC reports and the related financial statements, including the possibility that additional accounting errors or corrections will be identified; the possibility of additional delays in the filing of the Forms 10-Q; and the other risks and uncertainties described in the Company's SEC reports, including its Current Report on Form 8-K filed on October 7, 2024, and under the heading "Risk Factors" in its most recent annual report on Form 10-K and quarterly reports on Form 10-Q, which are available at www.sec.gov. The forward-looking statements contained herein speak only as of the date of this press

release. Except as required by law, the Company does not undertake any obligation to update or revise its forward-looking statements to reflect events or circumstances after the date of this press release.

Contacts

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