UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A (Rule 13d-102)

Under the Securities Exchange Act of 1934 (Amendment No. 1)

Sonder Holdings Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share (Title of Class of Securities)

> 382873107 (CUSIP Number)

July 22, 2022 (Date of Event Which Requires Filing of the Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

⊠ Rule 13d-1(b)

 \Box Rule 13d-1(c)

 \Box Rule 13d-1(d)

CUSIF	P No. 3828731	07	13G/A	Page 2 of 16 Pages
1.	NAME OF	REP	ORTING PERSONS	
			ement, LLC	
2.		IE A b) [PPROPRIATE BOX IF A MEMBER OF A GROUP	
3.	SEC USE C	NLY	7	
4.	CITIZENSI	HIP (OR PLACE OF ORGANIZATION	
	Delaware			
		5.	SOLE VOTING POWER	
N	UMBER OF		247,735*	
	SHARES	6.	SHARED VOTING POWER	
	EFICIALLY WNED BY		0	
D	EACH	7.	SOLE DISPOSITIVE POWER	
	EPORTING PERSON		247,735*	
	WITH	8.	SHARED DISPOSITIVE POWER	
			0	
9.	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	247,735*			
10.	CHECK IF	THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11.	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	2.2%**			
12.	TYPE OF R	EPC	ORTING PERSON	
	00			

* Represents (i) 721 shares of Common Stock, held by WestCap Investment Partners, LLC, (ii) 210,520 shares of Common Stock held by WestCap SNDR, LLC, (iii) 36,494 shares of Common Stock held by WestCap Sonder 2020-B, LLC, (iv) 0 shares of Common Stock held by SNDR Strategic Investments 2019, LLC, and (v) 0 shares of Common Stock held by WestCap Sonder Convert Co-Invest 2021, LLC. WestCap Management, LLC, as the managing member of WestCap Investment Partners, LLC, WestCap SNDR, LLC, SNDR Strategic Investments 2019, LLC, and WestCap Sonder 2020-B, LLC, may be deemed to hold voting and investment control over the shares held by such entities and may be deemed to beneficially own the shares held by each of such entities. WestCap Management disclaims beneficial ownership of the shares except to the extent of its pecuniary interests therein.

** Based on the Issuer's statement on Form 10-Q for the quarterly period ended September 30, 2023 as filed with the U.S. Securities Exchange Commission on November 14, 2023, there were 11,064,738 shares of Common Stock outstanding as of November 1, 2023.

CUSIP	No. 3828731	07	13G/A	Page 3 of 16 Pages			
1.	NAME OF	REPO	ORTING PERSONS				
			ic Operator Fund GP, Limited				
2.	. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ (b) □						
3.	SEC USE C		-				
5.	SEC USE C	11121					
4.	CITIZENSI	HIP C	OR PLACE OF ORGANIZATION				
	Cayman Isla	unds					
		5.	SOLE VOTING POWER				
NU	JMBER OF		294,395*				
	SHARES EFICIALLY	6.	SHARED VOTING POWER				
	WNED BY		0				
RI	EACH EPORTING	7.	SOLE DISPOSITIVE POWER				
	PERSON WITH	-	294,395*				
	W1111	8.	SHARED DISPOSITIVE POWER				
			0				
9.	AGGREGA	IE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10.	294,395*	THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
10.	CHECK IF	INC	AGOREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11.	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11.		or c	LASS KEI KESENTED DI ANIOUNT IN KOW (7)				
12.	2.7%** TYPE OF R	EPO	RTING PERSON				
		0					
	00						

- * Represents 294,395 shares of Common Stock held by WestCap Sonder 2020-A, LLC. WestCap Strategic Operator Fund GP, Limited, as the general partner of WestCap Strategic Operator Fund, L.P., which is the managing member of WestCap Sonder 2020-A, LLC, may be deemed to hold voting and investment control over the shares held by WestCap Sonder 2020-A, LLC and may be deemed to beneficially own the shares held by WestCap Sonder 2020-A, LLC. WestCap Strategic Operator Fund GP, Limited disclaims beneficial ownership of the shares except to the extent of its pecuniary interests therein.
- ** Based on the Issuer's statement on Form 10-Q for the quarterly period ended September 30, 2023, there were 11,064,738 shares of Common Stock outstanding as of November 1, 2023, as filed with the U.S. Securities Exchange Commission on November 14, 2023.

CUSIP	No. 3828731	07	13G/A	Page 4 of 16 Pages					
1.	NAME OF	REP	ORTING PERSONS						
	WestCap Investment Partners, LLC								
2.		IE Al (b) [PPROPRIATE BOX IF A MEMBER OF A GROUP]						
	SEC USE C	N 11 X	r						
3.	SEC USE C	INLY							
4.	CITIZENSI	HIP C	DR PLACE OF ORGANIZATION						
	Delaware	_							
		5.	SOLE VOTING POWER						
	JMBER OF	6.	721 SHARED VOTING POWER						
BEN	SHARES EFICIALLY	0.							
0	WNED BY EACH	7.	0 SOLE DISPOSITIVE POWER						
	EPORTING PERSON		721						
	WITH	8.	SHARED DISPOSITIVE POWER						
			0						
9.	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	721								
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
11.	DEDCENT OF CLASS REPRESENTED DV AMOUNT IN DOW (0)								
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
12.	Less than 19 TYPE OF F		PRTING PERSON						
	00								

CUSIP	No. 3828731	07	13G/A	Page 5 of 16 Pages				
1.	NAME OF REPORTING PERSONS							
	WestCap SNDR, LLC							
2.		HE Al (b) [PPROPRIATE BOX IF A MEMBER OF A GROUP]					
3.	SEC USE C) NI V	*					
4.	CITIZENSI	HIP (OR PLACE OF ORGANIZATION					
	Delaware	5.	SOLE VOTING POWER					
		5.						
	UMBER OF SHARES	6.	210,520* SHARED VOTING POWER					
	EFICIALLY WNED BY		0					
_	EACH	7.	SOLE DISPOSITIVE POWER					
	PERSON WITH		210,520*					
	WIIII	8.	SHARED DISPOSITIVE POWER					
9.	AGGREGA	TE A	0 MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
2.								
10.	210,520* CHECK IF	THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	1.9%**							
12.	TYPE OF F	REPO	RTING PERSON					
	00							

CUSIP	• No. 3828731	07	13G/A	Page 6 of 16 Pages				
1.	NAME OF	REP	ORTING PERSONS					
	WestCap Sonder 2020-A, LLC							
2.		IE AI b) [PPROPRIATE BOX IF A MEMBER OF A GROUP]					
3.	SEC USE C							
5.								
4.	CITIZENSI	HIP (OR PLACE OF ORGANIZATION					
	Delaware	5						
		5.	SOLE VOTING POWER					
	UMBER OF SHARES	6.	294,395 SHARED VOTING POWER					
BEN	IEFICIALLY	0.						
	WNED BY EACH	7.	0 SOLE DISPOSITIVE POWER					
	EPORTING PERSON		294,395					
	WITH	8.	SHARED DISPOSITIVE POWER					
			0					
9.	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
10	294,395	THE	ACCRECATE AMOUNT IN DOW/(0) EVOLUDES CEDTAIN SULADES					
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
11.	Image: Dependence of the second se							
12.	2.7%** TYPE OF R	EPO	RTING PERSON					
	00							
	50							

CUSIP	No. 38287310	07	13G/A	Page 7 of 16 Pages				
1.	NAME OF	REP	ORTING PERSONS					
	WestCap Sonder 2020-B, LLC							
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ (b) □							
3.	SEC USE O	NLY	·					
4.	CITIZENSE	HIP C	OR PLACE OF ORGANIZATION					
	Delaware							
		5.	SOLE VOTING POWER					
NU	UMBER OF		36,494					
	SHARES IEFICIALLY	6.	SHARED VOTING POWER					
	WNED BY		0					
R	EACH EPORTING	7.	SOLE DISPOSITIVE POWER					
	PERSON		36,494					
	WITH	8.	SHARED DISPOSITIVE POWER					
			0					
9.	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	36,494							
10.	CHECK IF	THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.3%**							
12.	TYPE OF R	EPO	RTING PERSON					
	00							

CUSIP No.	382873107	· 1	13G/A	Page 8 of 16 Pages			
	AME OF R						
		APPROPRIATE BOX IF A MEMBER OF A GRO □	UP				
3. SE	EC USE ON	LY					
	TIZENSHI	P OR PLACE OF ORGANIZATION					
NUMB SHAF BENEFIC OWNE EAC REPOR PERS WIT	ER OF RES CIALLY ED BY CH RTING SON	 5. SOLE VOTING POWER 0 6. SHARED VOTING POWER 0 7. SOLE DISPOSITIVE POWER 0 8. SHARED DISPOSITIVE POWER 					
0							
10. CH	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
11. PE	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0%** TYPE OF REPORTING PERSON						
OC)						

CUSIP	No. 3828731	07	13G/A	Page 9 of 16 Pages				
1.	NAME OF	REP	ORTING PERSONS					
	WestCap Sonder Convert Co-Invest 2021, LLC							
2.		IE Al b) [PPROPRIATE BOX IF A MEMBER OF A GROUP]					
2								
3.	SEC USE C	DNLY						
4.	CITIZENSI	HIP (DR PLACE OF ORGANIZATION					
	Delaware	_						
		5.	SOLE VOTING POWER					
	JMBER OF	6.	0 SHARED VOTING POWER					
BEN	SHARES EFICIALLY	0.						
01	WNED BY EACH	7.	0 SOLE DISPOSITIVE POWER					
	EPORTING PERSON		0					
	WITH	8.	SHARED DISPOSITIVE POWER					
			0					
9.	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
1.0	0							
10.	CHECK IF	THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	Image: Dependence of the second se							
11.								
12.	0%** TYPE OF REPORTING PERSON							
	00							
	00							

CUSIP No. 382873107			13G/A	Page 10 of 16 Page				
1.	NAME OF	REP	ORTING PERSONS					
	Laurence A. Tosi							
2.	CHECK TH							
3.	SEC USE C	NLY						
4.	CITIZENS	HIP (OR PLACE OF ORGANIZATION					
	USA							
		5.	SOLE VOTING POWER					
	UMBER OF		542,130*					
	SHARES IEFICIALLY	6.	SHARED VOTING POWER					
	WNED BY		0					
R	EACH EPORTING	7.	SOLE DISPOSITIVE POWER					
	PERSON WITH		542,130*					
	*****	8.	SHARED DISPOSITIVE POWER					
			0					
9.	AGGREGA	IE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
10.	542,130*	THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10.	CHECK IF	INC	AGGREGATE AMOUNT IN ROW (9) EACLUDES CERTAIN SHARES					
11.	PERCENT OF CLASS DEDDESENTED BY AMOUNT IN DOW (0)							
11.		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
12.	4.9%** TYPE OF R	EPC	PRTING PERSON					
	IN							

* Consists of (i) 721 shares of Common Stock, held by WestCap Investment Partners, LLC, (ii) 210,520 shares of Common Stock held by WestCap SNDR, LLC, (iii) 294,395 shares of Common Stock held by WestCap Sonder 2020-A, LLC, (iv) 36,494 shares of Common Stock held by WestCap Sonder 2020-B, LLC, (v) 0 shares of Common Stock held by SNDR Strategic Investments 2019, LLC and (vi) 0 shares of Common Stock held by WestCap Sonder 2020-B, LLC, (v) 0 shares of Common Stock held by SNDR Strategic Investments 2019, LLC and (vi) 0 shares of Common Stock held by WestCap Sonder Convert Co-Invest 2021, LLC (collectively referred to as the "WestCap Entities"). WestCap Management, LLC is the managing member of each of WestCap Investment Partners, LLC, WestCap SNDR, LLC, SNDR Strategic Investments 2019, LLC, and WestCap Sonder 2020-B, LLC. WestCap Strategic Operator Fund GP, Limited is the general partner of WestCap Strategic Operator Fund, L.P., which is the managing member of WestCap Sonder 2020-A, LLC. Laurence A. Tosi is the managing member of WestCap Management, LLC and the director of WestCap Strategic Operator Fund GP, Limited. Laurence A. Tosi may be deemed to hold voting and investment control over the shares held by the WestCap Entities. Laurence A. Tosi disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.

CUSIP No. 382873107

Introductory Note: This Amendment No. 1 ("Amendment") amends and supplements the Schedule 13G originally filed by the Reporting Persons with the United States Securities and Exchange Commission on February 14, 2022 (the "Original Schedule 13G"). Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment have the meanings ascribed to them in the Original Schedule 13G.

Item 1(a). Name of Issuer: Sonder Holdings Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

The address of the Issuer's principal executive office is 447 Sutter St., Suite 405 #542, San Francisco, CA 94108.

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed on behalf of WestCap Management, LLC, WestCap Strategic Operator Fund GP, Limited, WestCap Investment Partners, LLC, WestCap SNDR, LLC, WestCap Sonder 2020-A, LLC, WestCap Sonder 2020-B, LLC, SNDR Strategic Investments 2019, LLC, WestCap Sonder Convert Co-Invest 2021, LLC, and Laurence A. Tosi (collectively, the "Reporting Persons"). WestCap Management, LLC is the managing member of each of WestCap Investment Partners, LLC, WestCap SNDR, LLC, SNDR Strategic Operator Fund GP, Limited is the general partner of WestCap Strategic Operator Fund, L.P., which is the managing member of WestCap Sonder 2020-A, LLC. Laurence A. Tosi is the managing member of WestCap Management, LLC and the director of WestCap Strategic Operator Fund GP, Limited. Laurence A. Tosi may be deemed to hold voting and investment control over the shares held by the WestCap Entities. Laurence A. Tosi disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the entities listed in Item 2(a) is 590 Pacific Avenue, San Francisco, CA 94133.

Item 2(c). Citizenship:

WestCap Strategic Operator Fund GP, Limited is a company organized under the laws of the Cayman Islands. All other entities listed in Item 2(a) are limited liability companies organized under the laws of the State of Delaware. Laurence A. Tosi is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share ("Common Stock")

Item 2(e). CUSIP Number:

382873107

13G/A

CUSIP 1	No. 3828	8731	07 13G/A	Page 12 of 16 Pages			
Item 3. I	Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:						
(a)		Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780);				
(b)		Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);				
(c)		Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);				
(d	.)		Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);				
(e)	\times	An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);				
(f))		An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);				
(g)		A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);				
(h)		A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);				
(i))		A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the In Act (15 U.S.C. 80a-3);	nvestment Company			
(j))		A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);				
(k)		Group, in accordance with § 240.13d-1(b)(1)(ii)(K).				
If	filing as	s a no	on-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:	<u> </u>			

Item 4. Ownership:

- (a) Amount beneficially owned: See Row 9 of the cover page for each Reporting Person.
- (b) Percent of class: See Row 11 of cover page for each Reporting Person.
- (c) Number of shares as to which the person has: See Row 9 of the cover page for each Reporting Person.
- (i) Sole power to vote or direct the vote: See Row 5 of the cover page for each Reporting Person.
- (ii) Shared power to vote or direct the vote:
- See Row 6 of the cover page for each Reporting Person.
- (iii) Sole power to dispose or direct the disposition:
- See Row 7 of cover page for each Reporting Person.
- (iv) Shared power to dispose or direct the disposition:
- See Row 8 of cover page for each Reporting Person.
- Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following box. \boxtimes

- Item 6. Ownership of More Than Five Percent on Behalf of Another Person: Not applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: Not applicable.

CUSIP No. 382873107

13G/A

- Item 8. Identification and Classification of Members of the Group: Not applicable.
- Item 9. Notice of Dissolution of Group: Not applicable.
- Item 10. Certifications: Not applicable.

13G/A

EXHIBIT INDEX

ExhibitDescription of Exhibit99.1Joint Filing Agreement (filed herewith)

13G/A

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: June 7, 2024

WESTCAP MANAGEMENT, LLC

By: /s/ Laurence A. Tosi Name: Laurence A. Tosi Title: Managing Member

WESTCAP STRATEGIC OPERATOR FUND GP, LIMITED

By: WestCap II GP, LLC, its general partner

By: /s/ Laurence A. Tosi Name: Laurence A. Tosi Title: Managing Partner

WESTCAP INVESTMENT PARTNERS, LLC

By: WestCap Management, LLC, its managing member

By: /s/ Laurence A. Tosi Name: Laurence A. Tosi Title: Managing Member

WESTCAP SNDR, LLC

By: WestCap Management, LLC, its managing member

By: <u>/s/ Laurence A. Tosi</u> Name: Laurence A. Tosi Title: Managing Member

WESTCAP SONDER 2020-A, LLC

- By: WestCap Strategic Operator Fund, L.P., its managing member
- By: WestCap Strategic Operator Fund GP, Limited, its general partner

By: /s/ Laurence A. Tosi

Name: Laurence A. Tosi Title: Director

CUSIP No. 382873107

WESTCAP SONDER 2020-B, LLC

By: WestCap Management, LLC, its managing member

By: <u>/s/ Laurence A. Tosi</u> Name: Laurence A. Tosi Title: Managing Member

SNDR STRATEGIC INVESTMENTS 2019, LLC

By: WestCap Management, LLC, its managing member

By: <u>/s/ Laurence A. Tosi</u> Name: Laurence A. Tosi Title: Managing Member

WESTCAP SONDER CONVERT CO-INVEST 2021, LLC

By: WestCap Management, LLC, its managing member

By: <u>/s/ Laurence A. Tosi</u> Name: Laurence A. Tosi Title: Managing Member

/s/ Laurence A. Tosi LAURENCE A. TOSI

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13G. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: June 7, 2024

WESTCAP MANAGEMENT, LLC

By: <u>/s/ Laurence A. Tosi</u> Name: Laurence A. Tosi

Title: Managing Member WESTCAP STRATEGIC OPERATOR FUND GP,

LIMITED

By: WestCap II GP, LLC, its general partner

By: <u>/s/ Laurence A. Tosi</u> Name: Laurence A. Tosi Title: Managing Partner

WESTCAP INVESTMENT PARTNERS, LLC

By: WestCap Management, LLC, its managing member

By: /s/ Laurence A. Tosi Name: Laurence A. Tosi Title: Managing Member

WESTCAP SNDR, LLC

By: WestCap Management, LLC, its managing member

By: <u>/s/ Laurence A. Tosi</u> Name: Laurence A. Tosi Title: Managing Member

WESTCAP SONDER 2020-A, LLC

By: WestCap Strategic Operator Fund, L.P., its managing member By: WestCap Strategic Operator Fund GP, Limited, its general partner

By: /s/ Laurence A. Tosi

Name: Laurence A. Tosi Title: Director

WESTCAP SONDER 2020-B, LLC

By: WestCap Management, LLC, its managing member

By: <u>/s/ Laurence A. Tosi</u> Name: Laurence A. Tosi Title: Managing Member

SNDR STRATEGIC INVESTMENTS 2019, LLC

By: WestCap Management, LLC, its managing member

By: /s/ Laurence A. Tosi Name: Laurence A. Tosi Title: Managing Member

WESTCAP SONDER CONVERT CO-INVEST 2021, LLC

By: WestCap Management, LLC, its managing member

By: <u>/s/ Laurence A. Tosi</u> Name: Laurence A. Tosi Title: Managing Member

/s/ Laurence A. Tosi

LAURENCE A. TOSI