

**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): September 15, 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 3.03 Material Modification to Rights of Security Holders

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On September 19, 2023, Sonder Holdings Inc. (the “**Company**”) filed a certificate of amendment to the Company’s Amended and Restated Certificate of Incorporation (the “**Certificate of Amendment**”) with the Secretary of State of the State of Delaware to effect a 1-for-20 reverse stock split (the “**Reverse Stock Split**”) of the outstanding shares of the Company’s common stock (including special voting common stock), par value \$0.0001 per share, effective as of 4:01 p.m., Eastern Time, on September 20, 2023 (the “**Effective Time**”). The Company’s common stock is expected to begin trading on a reverse-split-adjusted basis on the Nasdaq Global Select Market (“**Nasdaq**”) as of the open of trading on September 21, 2023 under the existing ticker symbol “SOND.” The CUSIP number for the Company’s common stock will change to 83542D 300 following the Reverse Stock Split. The CUSIP number for the Company’s publicly traded warrants will not change.

The Company’s stockholders approved the Reverse Stock Split and granted the Company’s board of directors (the “**Board**”) the authority to determine the final split ratio and when to proceed with a reverse stock split at a Special Meeting of Stockholders held on September 15, 2023. Additional information about the stockholder vote is provided under Item 5.07 of this report, below. Following the stockholder meeting, the Board determined to effect the Reverse Stock Split at a ratio of 1-for-20.

As of the Effective Time, every 20 shares of the Company’s issued and outstanding common stock and every 20 shares of its issued and outstanding special voting common stock will be combined into one issued and outstanding share of common stock or one issued and outstanding share of special voting common stock, respectively. The total number of authorized shares of common stock will be reduced from 400,000,000 to 20,000,000, and the total number of authorized shares of special voting common stock will be reduced from 40,000,000 to 2,000,000. The number of authorized shares of preferred stock will remain unchanged at 250,000,000 shares, and the par value of the Company’s common stock (including special voting common stock) will remain unchanged at \$0.0001 per share. Any fractional shares of common stock that would otherwise be issuable as a result of the Reverse Stock Split will be paid out in cash, with reference to the closing trading price of the Company’s common stock on the trading day immediately preceding the Effective Time (as adjusted to give effect to the Reverse Stock Split), without interest.

As of the Effective Time, proportional adjustments to reflect the Reverse Stock Split will also be made to the number of shares of common stock issuable upon the exercise of the Company’s outstanding warrants and stock options and the number of shares issuable pursuant to outstanding restricted stock units, and the number of shares authorized and reserved for issuance pursuant to the Company’s equity incentive and employee stock purchase plans. The exercise prices and stock price targets of outstanding stock options, warrants, and equity awards will also be proportionately adjusted, as applicable. Accordingly, with respect to the Company’s publicly traded warrants trading under the symbol “SONDW,” every 20 warrants outstanding immediately prior to the Reverse Stock Split will be exercisable for one share of common stock at an exercise price of \$230.00 per share, which is 20 times \$11.50, the current exercise price per share. Proportional adjustments will also be made to the number of shares issuable pursuant to the Earn Out provided for in the Company’s Agreement and Plan of Merger dated April 29, 2021, as amended, and its Triggering Event share prices.

The outstanding exchangeable preferred shares of the Company’s subsidiary, Sonder Canada Inc., will also be consolidated on a 1-for-20 basis to reflect the Reverse Stock Split. Any fractional interests in the exchangeable preferred shares will be paid out in cash, applying the same per-share price applicable to the Company’s common stock, and fractional interests in the related shares of special voting common stock will be paid out in cash with reference to their automatic redemption price as stated in the Company’s certificate of incorporation.

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The Company's transfer agent, Computershare Trust Company, N.A., will serve as the exchange agent for the Reverse Stock Split. Registered stockholders holding pre-reverse-split shares of the Company's common stock electronically in book-entry form are not required to take any action to receive post-reverse-split shares. Those stockholders who hold their shares in brokerage accounts or in "street name" will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to each brokers' particular processes, and will not be required to take any action in connection with the Reverse Stock Split.

The information set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

#### **Item 5.07 Submission of Matters to a Vote of Security Holders**

On September 15, 2023, the Company held a special meeting of stockholders (the "**Special Meeting**"). At the Special Meeting, a total of 124,555,138 (or 56.55%) of the Company's issued and outstanding shares of common stock, including special voting common stock, held of record as of August 1, 2023, the record date for the Special Meeting, were present either in person or by proxy, which constituted a quorum for the transaction of business at the Special Meeting.

The Company's stockholders voted on the following proposal at the Special Meeting, which is described in more detail in the Company's definitive proxy statement filed with the United States Securities and Exchange Commission (the "**SEC**") on August 2, 2023. The final vote tabulation for the proposal is set forth below.

- 1. The authorization and approval of proposed amendments to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split and reduce the total number of authorized shares of common stock.*

This proposal was approved as set forth below:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
124,132,918	401,670	20,550	N/A

#### **Item 7.01 Regulation FD Disclosure**

On September 19, 2023, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 and 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.

#### **Item 8.01 Other Events**

The information set forth in Item 5.03 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 8.01.

The Company has a registration statement on Form S-3 (File No. 333-262438) and registration statements on Form S-8 (File Nos. 333-263914, 333-270705 and 333-274200) on file with the SEC. SEC regulations permit the Company to incorporate by reference future filings made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the termination of the offerings covered by registration statements filed on Form S-3 or Form S-8. The information incorporated by reference is considered to be part of the prospectus included within each of those registration statements. Information in this Item 8.01 of this Current Report on Form 8-K is therefore intended to be automatically incorporated by reference into each of the active registration statements listed above, thereby amending them. Pursuant to Rule 416(b) under the Securities Act, the amount of undistributed shares of Common Stock deemed to be covered by the effective registration statements of the Company described above are proportionately reduced as of the Effective Time to give effect to the Reverse Stock Split.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of Sonder Holdings Inc.</a>
99.1	<a href="#">Press release dated September 19, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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: September 19, 2023

By: /s/ Dominique Bourgault

Name: Dominique Bourgault

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
SONDER HOLDINGS INC.**

Sonder Holdings Inc., a Delaware corporation (the “**Company**”), hereby certifies as follows:

1. The name of the Company is Sonder Holdings Inc. The Company was originally incorporated under the name of Gores Metropoulos II, Inc. The original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on July 21, 2020, and the Amended and Restated Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on January 18, 2022 (collectively, as amended and restated to date, the “**Restated Charter**”).

2. The terms and provisions of this Certificate of Amendment of Amended and Restated Certificate of Incorporation (this “**Certificate of Amendment**”) have been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware (the “**DGCL**”) by the Board of Directors of the Company (the “**Board of Directors**”) and by the stockholders of the Company. This Certificate of Amendment hereby amends the Restated Charter as set forth below.

3. The first paragraph of Article IV of the Restated Charter is hereby replaced by the following two paragraphs:

“Effective immediately upon the filing and effectiveness of this Certificate of Amendment (the “**Reverse Stock Split Effective Time**”), (a) each twenty (20) shares of Common Stock of the Company, par value \$0.0001 per share, that are issued and outstanding or held in treasury at the Reverse Stock Split Effective Time shall be reverse split and combined into one (1) validly issued, fully paid and non-assessable share of Common Stock of the Company, par value \$0.0001 per share, and (b) each twenty (20) shares of Special Voting Common Stock of the Company, par value \$0.0001 per share, that are issued and outstanding or held in treasury on the Reverse Stock Split Effective Time shall be reverse split and combined into one (1) validly issued, fully paid and non-assessable share of Special Voting Common Stock of the Company, par value \$0.0001 per share, in each case subject to the treatment of fractional share interests as described below (the “**Reverse Stock Split**”). The Reverse Stock Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Common Stock of the Company, in each case in accordance with the terms thereof. No fractional shares shall be issued upon the Reverse Stock Split, and (1) in lieu of any fractional shares of Common Stock to which the holder would otherwise be entitled, any such fractional share of Common Stock shall be paid out in cash, with reference to the closing stock price on Nasdaq (or, if the Common Stock is no longer trading on Nasdaq, on the principal trading market therefor) of the Common Stock on the trading day immediately preceding the Effective Time (as adjusted to give effect to the Reverse Stock Split), without interest, and (2) in lieu of any fractional shares of Special Voting Common Stock to which the holder would otherwise be entitled, the Company shall pay an amount in cash equal to the product of (i) the fractional share of Special Voting Common Stock to which the holder would otherwise be entitled and (ii) the Automatic Redemption Price per share set forth in Article V of the Restated Charter, rounded up to the nearest whole cent, without interest.

The total number of shares of all classes of capital stock, each with a par value of \$0.0001 per share, which the Corporation is authorized to issue is 272,000,000 shares, consisting of (a) 22,000,000 shares of General Common Stock (the “**General Common Stock**”), including (i) 20,000,000 shares of Common Stock (the “**Common Stock**”), and (ii) 2,000,000 shares of Special Voting Common Stock (the “**Special Voting Common Stock**”), and (b) 250,000,000 shares of preferred stock, par value \$0.0001 per share (the “**Preferred Stock**”).”

4. This Certificate of Amendment was approved by the Board of Directors on September 18, 2023 and by the stockholders of the Company at a meeting thereof duly called and held on September 15, 2023.

5. This Certificate of Amendment shall become effective on September 20, 2023 at 4:01 p.m., Eastern Time.

[signature page follows]

**IN WITNESS WHEREOF**, this Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly executed by an authorized officer of the Company on September 18, 2023.

**SONDER HOLDINGS INC.**

/s/ Ruby Hou Alexander

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Ruby Hou Alexander  
Assistant Secretary

**Sonder Holdings Inc. Announces Reverse Stock Split to Regain Nasdaq Compliance**

**THORNTON, Colo. – September 19, 2023** – Sonder Holdings Inc. (NASDAQ: SOND; “Sonder” or the “Company”) today announced that it will effect a reverse stock split of its common stock (including special voting common stock) at a reverse stock split ratio of 1-for-20, effective as of the close of trading on September 20, 2023 (the “Effective Time”), in order to regain compliance with the minimum \$1.00 bid price per share requirement of Nasdaq’s Marketplace Rule 5450(a)(1). The Company’s common stock is expected to begin trading on a reverse-split-adjusted basis on Nasdaq as of the open of trading on September 21, 2023 under the existing ticker symbol “SOND.”

The Company’s stockholders previously approved the reverse stock split and granted the Company’s board of directors the authority to determine the final reverse stock split ratio and when to proceed with the reverse stock split at a Special Meeting of Stockholders held on September 15, 2023. The Company has filed an amendment to its Amended and Restated Certificate of Incorporation to effect the reverse stock split at the ratio of 1-for-20 as of the Effective Time.

The CUSIP number for the Company’s common stock will change to 83542D 300 following the reverse stock split. The CUSIP number for the Company’s publicly traded warrants will not change.

As of the Effective Time, every 20 shares of the Company’s issued and outstanding common stock and every 20 shares of its issued and outstanding special voting common stock will be combined into one issued and outstanding share of common stock or one issued and outstanding share of special voting common stock, respectively. The total number of authorized shares of common stock will be reduced from 400,000,000 to 20,000,000, and the total number of authorized shares of special voting common stock will be reduced from 40,000,000 to 2,000,000. The number of authorized shares of preferred stock will remain unchanged at 250,000,000 shares, and the par value of the Company’s common stock (including special voting common stock) will remain unchanged at \$0.0001 per share. Any fractional shares of common stock that would otherwise be issuable as a result of the reverse stock split will be paid out in cash, with reference to the closing trading price of Sonder’s common stock on the trading day immediately preceding the Effective Time (as adjusted to give effect to the reverse stock split), without interest.

As of the Effective Time, proportional adjustments will also be made to the number of shares of common stock issuable upon the exercise of the Company’s outstanding warrants and stock options and the number of shares issuable pursuant to outstanding restricted stock units, and the number of shares authorized and reserved for issuance pursuant to the Company’s equity incentive and employee stock purchase plans. The exercise prices and stock price targets of outstanding stock options, warrants, and equity awards will also be proportionately adjusted, as applicable. Accordingly, with respect to the Company’s publicly traded warrants trading under the symbol “SONDW,” every 20 warrants outstanding immediately prior to the reverse stock split will be exercisable for one share of common stock at an exercise price of \$230.00 per share, which is 20 times \$11.50, the current exercise price per share. Proportional adjustments will also be made to the number of shares issuable pursuant to the Earn Out provided for in the Company’s Agreement and Plan of Merger dated April 29, 2021, as amended, and its Triggering Event share prices.

The outstanding exchangeable preferred shares of the Company’s subsidiary, Sonder Canada Inc., will also be consolidated on a 1-for-20 basis to reflect the reverse stock split. Any fractional interests in the exchangeable preferred shares will be paid out in cash, applying the same per-share price applicable to the Company’s common stock, and fractional interests in the related shares of special voting common stock will be paid out in cash with reference to their automatic redemption price as stated in the Company’s certificate of incorporation.

The Company’s transfer agent, Computershare Trust Company, N.A., will serve as the exchange agent for the reverse stock split. Registered stockholders holding pre-reverse-split shares of the Company’s common stock electronically in book-entry form are not required to take any action to receive post-reverse-split shares. Those stockholders who hold their shares in brokerage accounts or in “street name” will have their positions automatically adjusted to reflect the reverse stock split, subject to each brokers’ particular processes, and will not be required to take any action in connection with the reverse stock split.

Additional information about the reverse stock split can be found in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on August 2, 2023, a copy of which is available at [www.sec.gov](http://www.sec.gov).

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## **About Sonder**

Sonder Holdings Inc. (NASDAQ: SOND) is revolutionizing hospitality through innovative, tech-enabled service and inspiring, thoughtfully designed accommodations combined into one seamless experience. Launched in 2014, Sonder provides a variety of accommodation options — from spacious rooms to fully-equipped suites and apartments — found 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](http://www.sonder.com) or follow Sonder on X (Twitter), Instagram or LinkedIn.

## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the future effective date and intended effects of the reverse stock split, including whether the reverse stock split will increase the price, marketability, liquidity, and investor appeal of the Company's common stock and the Company's ability to maintain the listing of its common stock on Nasdaq. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events, or results of operations, are forward-looking statements. These statements may be preceded by, followed by, or include the words "believes," "estimates," "expects," "projects," "forecasts," "may," "will," "aim," "should," "seeks," "plans," "scheduled," "anticipates," "intends" or "continue" or similar expressions.

Forward-looking statements involve risks and uncertainties that may cause actual events, results, or performance to differ materially from those indicated by such statements. These forward-looking statements are based on Sonder management's current expectations and beliefs, as well as assumptions concerning future events. However, there can be no assurance that the events, results, or trends identified in these forward-looking statements will occur or be achieved. Forward-looking statements speak only as of the date they are made, and Sonder is not under any obligation and expressly disclaims any obligation to update, alter, or otherwise revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law.

Readers should carefully review the statements set forth in the reports which Sonder has filed or will file from time to time with the Securities and Exchange Commission (the "SEC"), in particular the risks and uncertainties set forth in in Sonder's definitive proxy statement filed with the SEC on August 2, 2023 under the heading "Certain Risks Associated with a Reverse Stock Split" and the sections of its SEC reports entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements," for a description of risks that could cause actual events, results or performance to differ from those indicated in the forward-looking statements contained herein. The documents filed by Sonder with the SEC may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov).

## **Contacts**

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