

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>Picard Martin</u>  (Last) (First) (Middle) <u>C/O SONDER HOLDINGS INC. 101 15TH ST</u>  (Street) <u>SAN FRANCISCO CA 94103</u>  (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) <u>Chief Real Estate Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2022</u>	
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)	\$2.55	12/01/2022		D		1,048,544		(1)	08/16/2032	Common Stock	1,048,544	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A		1,048,544		(4)	08/16/2032	Common Stock	1,048,544	(2)	1,048,544	D	
Employee stock option (right to buy)	\$2.85	12/01/2022		D		139,210		(1)	02/07/2030	Common Stock	139,210	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A		139,210		(4)	02/07/2030	Common Stock	139,210	(2)	139,210	D	
Employee stock option (right to buy)	\$2.85	12/01/2022		D		38,395		(1)	02/07/2030	Common Stock	38,395	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A		38,395		(4)	02/07/2030	Common Stock	38,395	(2)	38,395	D	
Employee stock option (right to buy)	\$2.85	12/01/2022		D		1,376		(1)	02/07/2030	Common Stock	1,376	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A		1,376		(4)	02/07/2030	Common Stock	1,376	(2)	1,376	D	
Employee stock option (right to buy)	\$2.93	12/01/2022		D		61,776		(1)	11/05/2030	Common Stock	61,776	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A		61,776		(4)	11/05/2030	Common Stock	61,776	(2)	61,776	D	
Employee stock option (right to buy)	\$3	12/01/2022		D		1,487		(1)	06/18/2030	Common Stock	1,487	(2)	0	D	

**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)	\$1.74 <sup>(3)</sup>	12/01/2022		A		1,487		(4)	06/18/2030	Common Stock	1,487	(2)	1,487	D	
Employee stock option (right to buy)	\$6.09	12/01/2022		D		243,391		(1)	02/19/2031	Common Stock	243,391	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A		243,391		(4)	02/19/2031	Common Stock	243,391	(2)	243,391	D	
Employee stock option (right to buy)	\$8.23	12/01/2022		D		23,166		(1)	11/11/2031	Common Stock	23,166	(2)	0	D	
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A		23,166		(4)	11/11/2031	Common Stock	23,166	(2)	23,166	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") became 100% unvested and received 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 and an adjustment of the vesting of the option award pursuant to the Offer.
- 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). Previously vested options and options that would vest from December 1, 2022 to December 1, 2023 will all vest on December 1, 2023 and thereafter in accordance with the original vesting schedule.

**Remarks:**

/s/ Ruby Alexander Attorney-in-Fact for Martin Picard      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.

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