

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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>Rothenberg Philip L</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Gores Metropoulos II, 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>General Counsel & Secretary</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/18/2022</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| C/O SONDER HOLDINGS INC. 101 15TH ST | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) SAN FRANCISCO CA 94103 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | | | | |
| Stock Option (Right to Buy) | \$1.39 ⁽¹⁾ | 01/18/2022 | | A ⁽²⁾ | | 783,009 ⁽¹⁾ | | 11/05/2019 ⁽³⁾ | 01/28/2029 | Common Stock | 783,009 | \$0.00 | 783,009 ⁽¹⁾ | D | |
| Stock Option (Right to Buy) | \$3 ⁽¹⁾ | 01/18/2022 | | A ⁽²⁾ | | 771 ⁽¹⁾ | | 03/23/2021 ⁽³⁾ | 06/18/2030 | Common Stock | 771 | \$0.00 | 771 ⁽¹⁾ | D | |
| Stock Option (Right to Buy) | \$3 ⁽¹⁾ | 01/18/2022 | | A ⁽²⁾ | | 1,621 ⁽¹⁾ | | 06/15/2020 ⁽⁴⁾ | 06/18/2030 | Common Stock | 1,621 | \$0.00 | 1,621 ⁽¹⁾ | D | |
| Stock Option (Right to Buy) | \$2.93 ⁽¹⁾ | 01/18/2022 | | A ⁽²⁾ | | 23,165 ⁽¹⁾ | | 11/05/2021 ⁽³⁾ | 11/05/2030 | Common Stock | 23,165 | \$0.00 | 23,165 ⁽¹⁾ | D | |
| Stock Option (Right to Buy) | \$6.09 ⁽¹⁾ | 01/18/2022 | | A ⁽²⁾ | | 40,848 ⁽¹⁾ | | 03/01/2021 ⁽⁵⁾ | 02/19/2031 | Common Stock | 40,848 | \$0.00 | 40,848 ⁽¹⁾ | D | |
| Stock Option (Right to Buy) | \$8.79 ⁽¹⁾ | 01/18/2022 | | A ⁽²⁾ | | 231,659 ⁽¹⁾ | | 07/01/2021 ⁽⁶⁾ | 08/09/2031 | Common Stock | 231,659 | \$0.00 | 231,659 ⁽¹⁾ | D | |
| Stock Option (Right to Buy) | \$8.23 ⁽¹⁾ | 01/18/2022 | | A ⁽²⁾ | | 11,582 ⁽¹⁾ | | 10/01/2021 ⁽⁵⁾ | 11/11/2031 | Common Stock | 11,582 | \$0.00 | 11,582 ⁽¹⁾ | D | |

Explanation of Responses:

- Pursuant to the terms of the Merger Agreement (as defined in footnote 2), at the closing of the Business Combination (as defined in footnote 2), then outstanding and unexercised options of Private Company Sonder (as defined in footnote 2) ("Sonder Stock Options") were automatically converted into an option to acquire a certain number of shares of the Issuer's Common Stock (pursuant to the Option Exchange Ratio as described in the Merger Agreement) at an adjusted exercise price per share (the "Rollover Option"). Each Rollover Option is subject to the same terms and conditions as applicable to the corresponding Sonder Stock Option immediately prior to the closing of Business Combination, including applicable vesting conditions.
- Acquired pursuant to the terms of the Agreement and Plan of Merger dated as of April 29, 2021 (as amended, the "Merger Agreement") by and among Sonder Holdings Inc. ("Private Company Sonder"), Gores Metropoulos II, Inc. ("Parent"), Sunshine Merger Sub I, Inc. ("Merger Sub I") and Sunshine Merger Sub II, LLC ("Merger Sub II"), pursuant to which Merger Sub I merged with and into Private Company Sonder ("First Merger") with Private Company Sonder as the surviving corporation and immediately following the First Merger, the surviving corporation merged with and into Merger Sub II with Merger Sub II as the surviving entity and a wholly-owned subsidiary of Parent which changed its name to Sonder Holdings Inc. (the "Issuer"). The foregoing transaction is referred to as the "Business Combination".
- 25% of the shares subject to the option vested as of the Exercisable Date set forth above and 1/48th of the shares subject to the option vest monthly thereafter, subject to Reporting Person remaining as a service provider to the Issuer on each vest date.
- 100% of the shares subject to the option became vested and exercisable on the Exercisable Date set forth above.
- 1/48th of the shares subject to the option became vested and exercisable on the Exercisable Date set forth above and 1/48th of the shares subject to the option become vested and exercisable each month thereafter, provided that the Reporting Person remains a service provider to the Issuer on each vest date.
- 1/24th of the shares subject to the option became vested and exercisable on the Exercisable Date set forth above and 1/24th of the shares subject to the option become vested and exercisable each month thereafter, provided that the Reporting Person remains a service provider to the Issuer on each vest date.

Remarks:

/s/ Ruby Alexander Attorney-in-Fact Philip Rothenberg 01/18/2022

** Signature of Reporting Person Date

* 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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