

**PROSPECTUS SUPPLEMENT**  
**(To Prospectus dated February 9, 2022)**

**159,207,329 Shares of Common Stock**  
**5,500,000 Warrants to Purchase Shares of Common Stock**



This prospectus supplement (this “Prospectus Supplement”) supplements the prospectus dated February 9, 2022 (as supplemented to date, the “Prospectus”), which forms a part of our Registration Statement on Form S-1 (Registration Statement No. 333- 262438) filed with the Securities and Exchange Commission (the “Commission”) on January 31, 2022 and declared effective by the Commission on February 9, 2022, as amended by Post-Effective Amendment No. 1 to Form S-1 filed with the Commission on March 28, 2022 and declared effective by the Commission on April 1, 2022.

The Prospectus and this Prospectus Supplement relate to the offer by us of, and the resale by Selling Securityholders of: (i) 5,500,000 shares of Common Stock issuable upon the exercise of an aggregate of 5,500,000 warrants held by GM Sponsor II, LLC and HRM Holdings II, LLC, each of which is exercisable at a price of \$11.50 per share (the “Private Placement Warrants”), (ii) 9,000,000 shares of Common Stock issuable upon the exercise of an aggregate of 9,000,000 warrants, each of which is exercisable at a price of \$11.50 per share (the “Public Warrants”), (iii) 2,475,000 shares of Common Stock issuable upon the exercise of an aggregate of 2,475,000 warrants issued in connection with the funding of certain delayed draw subordinated secured notes, each of which is exercisable at a price of \$12.50 per share (the “Delayed Draw Warrants”), (iv) 425,706 shares of Common Stock issuable upon exercise of warrants assumed by us in connection with the business combination transaction (the “Business Combination”) among us, Sunshine Merger Sub I Inc., Sunshine Merger Sub II, LLC and Sonder Operating Inc. (formerly known as Sonder Holdings Inc., “Legacy Sonder”) (the “Assumed Warrants” and together with the Private Placement Warrants, Public Warrants, Delayed Draw Warrants, the “Warrants”), and (v) 20,336 shares of Common Stock issuable upon the exercise of certain outstanding options to purchase Common Stock held by individuals who terminated their employment with Legacy Sonder prior to the Business Combination (the “Former Employee Options”).

The Prospectus and this Prospectus Supplement also relate to the resale from time to time by Selling Securityholders of: (i) 32,216,785 shares of Common Stock purchased at the Business Combination Closing Date by a number of subscribers pursuant to separate subscription agreements (the “PIPE Shares”), (ii) 9,972,715 shares of Common Stock held by GM Sponsor II, LLC, HRM Holdings II, LLC and certain former independent directors, (iii) an aggregate of 68,107,380 shares of Common Stock beneficially owned by certain former stockholders of Legacy Sonder; (iv) up to 7,272,691 shares which are issuable to certain former stockholders of Legacy Sonder upon the achievement of certain trading price targets for our Common Stock (the “Earn Out Shares”); (v) an aggregate of 22,387,448 shares of Common Stock issuable upon exchange of Canada Exchangeable Shares to certain former stockholders of Legacy Sonder; (vi) an aggregate of 1,829,268 shares of Common Stock transferred by Francis Davidson pursuant to a stock transfer agreement dated April 2021; and (vii) 5,500,000 Private Placement Warrants.

We will not receive any of the proceeds from the sale of the securities by the Selling Securityholders. We will receive proceeds from the exercise of the Warrants and Former Employee Options if the Warrants and Former Employee Options are exercised for cash. We will pay the expenses associated with registering the sales by the Selling Securityholders, as described in more detail in the section titled “Use of Proceeds” appearing elsewhere in the Prospectus.

This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered with this Prospectus Supplement. This Prospectus Supplement updates, amends and supplements the information included or incorporated by reference in the Prospectus. If there is any inconsistency between the information in the Prospectus and this Prospectus Supplement, you should rely on the information in this Prospectus Supplement.

This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements to it.

**Current Report on Form 8-K**

On November 23, 2022, we filed a Current Report on Form 8-K with the Commission. The portion of the text of such Form 8-K that is treated as “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is attached hereto.

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**We are an “emerging growth company,” as defined under the federal securities laws, and, as such, may elect to comply with certain reduced public company reporting requirements for future filings.**

**Investing in our securities involves a high degree of risk. In reviewing the Prospectus and this Prospectus Supplement, you should carefully consider the matters described under the heading “Risk Factors” beginning on page 18 of the Prospectus.**

**You should rely only on the information contained in the Prospectus, this Prospectus Supplement or any prospectus supplement or amendment hereto. We have not authorized anyone to provide you with different information.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this Prospectus Supplement is November 23, 2022.

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**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): November 23, 2022

**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.)

**101 15th Street**  
**San Francisco, California**  
(Address of principal executive offices)

**94103**  
(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:

<u>Title of each class</u>	<u>Trading Symbols</u>	<u>Name of each exchange on which registered</u>
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 8.01 Other Events

On November 23, 2022, Sonder Holdings Inc. (the “Company”) announced that measures have been undertaken to respond to an information technology security incident resulting in the unauthorized access to one of the Company’s systems that included certain guest records. The Company’s business remains fully operational with no material disruption, and the investigation into this incident remains ongoing.

At this time the Company cannot determine the extent, if any, of incremental costs, injury to reputation or other material adverse impact that this event may have on the Company’s business, operations, or financial results.

The Company’s press release regarding this incident is attached as Exhibit 99.1, and incorporated herein in its entirety by reference.

### Forward-Looking Statements

This Current Report on Form 8-K includes statements which may constitute forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, the accuracy of which are necessarily subject to risks, uncertainties, and assumptions as to future events that may not prove to be accurate. These statements include, but are not limited to, express or implied forward-looking statements relating to our expectations regarding our ability to contain and assess the information technology security incident and the impact of the information technology security incident on our employees, guests, third parties, operations and financial results. These statements are neither promises nor guarantees, but are subject to a variety of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those contemplated in these forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Factors that could cause actual results to differ materially from those expressed or implied include the ongoing assessment and currently uncertain scope and impact of the information technology security incident, legal, reputational, operational and financial risks resulting from this and any future information technology security incidents, the effectiveness of business continuity plans during information technology security incidents, and the other factors discussed in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, and other filings with the Securities and Exchange Commission. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required under applicable securities law.

### Item 9.01 Financial Statements and Exhibits

#### (d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated November 23, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## Sonder Holdings Inc. Announces Security Incident with Guest Reservation Database

**SAN FRANCISCO, November 23, 2022** - Sonder Holdings Inc. (NASDAQ: SOND; “Sonder” or the “Company”) advises that measures have been undertaken to respond to an information technology security incident resulting in unauthorized access to one of the company’s systems that included certain guest records. Sonder’s business remains fully operational and the investigation into this incident remains ongoing.

On November 14, 2022, Sonder learned of unauthorized access to one of its systems that included certain guest records. Upon this discovery, the Company took swift action. The Company took steps to contain the event, including making sure that the unauthorized individual no longer had access to Sonder systems, verifying that operations were not affected, and investigating the scope and impact of the incident. The Company also engaged leading security and forensic specialists to assist in its investigation and response to the incident.

Sonder believes that guest records created prior to October 1, 2021 were involved in this incident. Some combination of the following guest information has been accessed:

- Sonder.com username and encrypted password
- Full name, phone number, date of birth, address, email address
- Certain guest transaction receipts, including the last 4 digits of credit card numbers and transaction amounts
- Dates booked for stays at a Sonder property

Additionally, Sonder believes that copies of government-issued identification such as driver’s licenses or passports may have been accessed for a limited number of guest records.

Sonder has taken the following steps to help guests monitor and protect their information:

- Launched a dedicated page at [blog.sonder.com](http://blog.sonder.com) for guests who have questions about this incident.
- Sonder will be notifying and making services available to guests whose information was involved in this incident, such as credit monitoring, identity protection, or WebWatcher services, which includes monitoring of internet sites where personal information may be shared and generates an alert to the guest if evidence of their personal information is found.
- Guests who believe their information may have been involved in this incident can email [sonder@krollsupport.com](mailto:sonder@krollsupport.com) or can call 1-855-504-2761 (U.S., Canada, Mexico) or +44 20 7570 0344 (Europe and all other regions) to access the provided services.

Sonder is committed to its guests and to resolving this incident quickly. Sonder is notifying the appropriate regulatory bodies and has contacted law enforcement.

### About Sonder Holdings Inc.

Sonder (NASDAQ: SOND) is revolutionizing hospitality through innovative, tech-enabled service and inspiring, thoughtfully designed accommodations combined into one seamless experience. Launched in 2014 and headquartered in San Francisco, 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.

### Forward-Looking Statements

This press release includes statements which may constitute forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, the accuracy of which are necessarily subject to risks, uncertainties, and assumptions as to future events that may not prove to be accurate. These statements include, but are not limited to, express or implied forward-looking

statements relating to our expectations regarding our ability to contain and assess the IT security incident, our ability to protect guest information, and the impact of the IT security incident on our employees, guests, third parties, operations and financial results. These statements are neither promises nor guarantees, but are subject to a variety of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those contemplated in these forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Factors that could cause actual results to differ materially from those expressed or implied include the ongoing assessment and currently uncertain scope and impact of the IT security incident, legal, reputational, operational and financial risks resulting from this and any future IT security incidents, the effectiveness of business continuity plans during IT security incidents, and the other factors discussed in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, and other filings with the Securities and Exchange Commission. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required under applicable securities law.

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