

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>Davidson Francis</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive 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)	\$6.09	12/01/2022		D		4,728,634	(1)	02/19/2031	Common Stock	4,728,634	(2)	0	D		
Employee stock option (right to buy)	\$1.74 <sup>(3)</sup>	12/01/2022		A		4,728,634	(4)	02/19/2031	Common Stock	4,728,634	(2)	4,728,634	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") 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.
- Pursuant to the terms of the Offer, on December 1, 2022 repriced option received a modified vesting schedule. 1/3 of the shares underlying the Repriced Option shall become vested and exercisable upon the occurrence each of the following events: (i) the applicable market value target set forth in the option agreement is met by the issuer on or before December 31, 2023, (ii) the applicable market value target set forth in the option agreement is met by the issuer on or before December 31, 2024, and (iii) the applicable market value target set forth in the option agreement is met by the issuer on or before December 31, 2025, provided in each case that the Reporting Person remains a service provider to the issuer as of the applicable vesting date. Notwithstanding the foregoing, if any of the above targets are met before December 1, 2023, that portion of the shares underlying the Repriced Option shall not become vested and exercisable until such date.

**Remarks:**

/s/ Ruby Alexander Attorney-in-Fact for Francis Davidson 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.