SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

······································					2. Issuer Name and Ticker or Trading Symbol Gores Metropoulos, Inc. [GMHI]								(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
(Last)					3. Date of Earliest Transaction (Month/Day/Year) 03/18/2019								C Officer (below)	give title		Other (below)			
C/O GORES METROPOULOS, INC. 9800 WILSHIRE BLVD.					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. In	Chief Executive Officer 6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) BEVERLY HILLS CA 90212														Form filed by One Reporting Person X Form filed by More than One Reporting Person					
(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/Ye						Execution Date,				rities Acquired (A) or d Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amoun	t (A) or P		Price	(Instr. 3 a				(1150.4)	
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/Ye	Code (I	action Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount Securities Underlyi Derivative Security 3 and 4)			rlying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code	v	(A)	(D)	Date Exercisabl		xpiration ate	Title	- Ir	Amount or Number of Shares	Transaction(s (Instr. 4)		on(s)			
Class F Common Stock	(1)	03/18/2019		D ⁽²⁾			390,625	(1)		(1)	Clas Com Sto	mon	390,625	(2)	4,962,5	00	Ι	See Footnote ⁽²⁾⁽³⁾	
1. Name and Address of Reporting Person AEG Holdings, LLC																			
(Last) (First) (Middle) C/O GORES METROPOULOS, INC. 9800 WILSHIRE BLVD.																			
(Street) BEVERLY HILLS CA 90212																			
(City) (State) (Zip)																			
1. Name and Address of Reporting Person * Gores Alec E																			
(Last) (First) (Middle) C/O GORES METROPOULOS, INC. 9800 WILSHIRE BLVD.																			
(Street) BEVERLY HILLS CA 90212																			
(City) (State) (Zip)																			

Explanation of Responses:

1. Pursuant to the Amended and Restated Certificate of Incorporation of Gores Metropoulos, Inc. (the "Issuer"), shares of Class F common stock, par value \$0.0001 per share ("Class F Shares") have no expiration date and (i) are convertible into shares of Class A common stock, par value \$0.0001 per share ("Class A Shares"), of the Issuer at any time at the option of the holder on a one-for-one basis and (ii) will automatically convert into Class A Shares at the time of the Issuer's initial business combination on a one-for-one basis, in each case, subject to adjustment as described under the heading "Description of Securities-Founder Shares" in the Issuer's registration statement on Form S-1 (File No. 333-228739).

2. Consists of the Reporting Persons' (as defined below) pecuniary interest in 390,625, or 50%, of the aggregate of 781,250 shares of Class F common stock forfeited by Gores Metropoulos Sponsor LLC ("Sponsor"), of which AEG Holdings, LLC ("AEG") is a managing member. The Sponsor forfeited the 781,250 shares of Class F common stock to the Issuer for no consideration, which was exempted pursuant to Rule 16b-3(e), in connection with the election of the underwriters of the Issuer's initial public offering not to exercise the remaining unused portion of the over-allotment option.

3. Alec Gores is the managing member of AEG (and together with AEG, the "Reporting Persons"). Because of the relationship among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interests therein, if any. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

Exhibit 99.1 Joint Filer Information

By: /s/ Andrew McBride,	
Attorney-in-Fact for AEG	03/20/2019
Holdings, LLC	
By: /s/ Andrew McBride,	03/20/2019
Attorney-in-Fact for Alec Gores	
** 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.

Joint Filer Information							
Name of Joint Filer:	AEG Holdings, LLC						
Address of Joint Filer:	c/o Gores Metropoulos, Inc. 9800 Wilshire Blvd. Beverly Hills, CA 90212						
Relationship of Joint Filer to Issuer:	10% Owner; Director						
Issuer Name and Ticker or Trading Symbol:	Gores Metropoulos, Inc. [GMHI]						
<pre>Date of Event Requiring Statement: (Month/Day/Year):</pre>	03/18/2019						
Designated Filer:	AEG Holdings, LLC						
Name of Joint Filer:	Alec Gores						
Address of Joint Filer:	c/o Gores Metropoulos, Inc. 9800 Wilshire Blvd. Beverly Hills, CA 90212						
Relationship of Joint Filer to Issuer:	10% Owner; Director; Officer (Chief Executive Officer)						
Issuer Name and Ticker or Trading Symbol:	Gores Metropoulos, Inc. [GMHI]						
Date of Event Requiring Statement: (Month/Day/Year):	03/18/2019						
Designated Filer:	AEG Holdings, LLC						