SEC Form 3

FORM 3

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person*         2. Date of Event Re			3. Issuer Name and Ticker or Trad				
Metropoulos C. Dean	- Joac of Letter (Month/Day/Year) Statement (Month/Day/Year) 01/31/2019						
(Last) (First) (Middle) 200 GREENWICH AVENUE			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner X Officer (give title Other (specify below) below) Chairman		(Mo 6. Ir	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person	
(Street) GREENWICH CT 06830					2		
(City) (State) (Zip)	Tabla I		ative Securities Beneficially	Quinad			
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct ( Indirect (I) (Ins	D) or 5)	ure of Indirect Beneficial Ownership (Instr.		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities U Derivative Security (Instr. 4)	Jnderlying	4. Conversion or Exercise	(D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	
Class F Common Stock, par value \$0.0001 per share	(1)(2)	(1)(2)	Class A Common Stock, par value \$0.0001 per share	5,353,125(1)(2)	(1)(2)	Ι	See Footnotes <sup>(1)(2)(3)</sup>
1. Name and Address of Reporting Person <sup>*</sup> <u>Metropoulos C. Dean</u>							
Last) (First) (Middle) 200 GREENWICH AVENUE							
Street) GREENWICH CT 06830							
ity) (State) (Zip)							
1. Name and Address of Reporting Person <sup>*</sup> <u>HRM Holdings LLC</u>		_					
(Last) (First) (Middle) 200 GREENWICH AVENUE							
(Street) GREENWICH CT 06830		_					
(City) (State) (Zip)							

#### Explanation of Responses:

1. Consists of the Reporting Persons' (as defined below) pecuniary interest in 5,353,125, or 50%, of the aggregate of 10,706,250 shares of Class F common stock, par value \$0.0001 per share (the "Class F Shares"), of Gores Metropoulos, Inc. (the "Issuer"), owned directly by Gores Metropoulos Sponsor LLC ("Sponsor"), of which HRM Holdings LLC (together with Mr. Metropoulos, the "Reporting Persons") is a managing member. The Class F Shares owned directly by Sponsor include 1,406,250 Class F Shares that are subject to forfeiture if the underwriter of the Issuer's initial public offering does not exercise in full an option granted to it to cover over-allotments. Such 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"),

2. (Continued from Footnote 1) 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).

3. Mr. Metropoulos is the managing member of HRM Holdings LLC and various trusts for the benefit of Mr. Metropoulos and members of his immediate family are the members of HRM Holdings LLC. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that any Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities in excess of such Reporting Person's pecuniary interest.

### Remarks:

 (s/ C. Dean Metropoulos
 01/31/2019

 HRM Holdings LLC, /s/ C. Dean
 01/31/2019

 Metropoulos
 01/31/2019

 \*\* Signature of Reporting Person
 Date

#### Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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.