

☐ 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

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

1. Name and Address of Reporting Person* <u>MOHAJER KEYVAN</u> (Last) (First) (Middle) <u>C/O SOUNDHOUND AI, INC.</u> <u>5400 BETSY ROSS DRIVE</u> (Street) <u>SANTA CLARA CA</u> <u>95054</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SOUNDHOUND AI, INC.</u> [<u>SOUN</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	02/26/2024		S ⁽²⁾		550,000	(1)	(1)	Class A Common Stock	550,000	\$5.2267 ⁽³⁾	14,889,064	D	
Class B Common Stock	(1)	02/27/2024		S ⁽²⁾		531,900	(1)	(1)	Class A Common Stock	531,900	\$6.9973 ⁽⁴⁾	14,357,164	D	
Class B Common Stock	(1)	02/27/2024		S ⁽²⁾		68,100	(1)	(1)	Class A Common Stock	68,100	\$7.5114 ⁽⁵⁾	14,289,064	D	

Explanation of Responses:

1. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time at the option of the reporting person or automatically or on the earliest to occur of certain events specified. The Class B Common Stock has no expiration date.
2. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in September 2023.
3. On February 26, 2024, a 10b5-1 transaction executed and sold 550,000 shares of this reporting person's Class B Common Stock, resulting in the automatic conversion of such shares into Class A Common Stock upon execution of the sale. This transaction was executed in multiple trades during the day at prices ranging from \$5.00 to \$5.73. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
4. On February 27, 2024, a 10b5-1 transaction executed and sold 531,900 shares of this reporting person's Class B Common Stock, resulting in the automatic conversion of such shares into Class A Common Stock upon execution of the sale. This transaction was executed in multiple trades during the day at prices ranging from \$6.51 to \$7.50. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
5. On February 27, 2024, a 10b5-1 transaction executed and sold 68,100 shares of this reporting person's Class B Common Stock, resulting in the automatic conversion of such shares into Class A Common Stock upon execution of the sale. This transaction was executed in multiple trades during the day at prices ranging from \$7.51 to \$7.55. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

Remarks:

/s /Warren Heit, attorney-in-fact 02/28/2024
for MOHAJER KEYVAN
** 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.

LIMITED POWER OF ATTORNEY FOR REPORTING UNDER SECTION 16(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED
SOUNDHOUND AI, INC.
MOHAJER KEYVAN - CIK # 0001917995

Know all by these presents, that the undersigned hereby constitutes and appoints Warren Heit or Nitesh Sharan signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned any Form 3, 4, or 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file any such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including completing and executing a Uniform Application for Access Codes to File on Edgar on Form ID; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4, or 5, or unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5 day of May, 2022.

/s/ Keyvan Mohajer

Signature

Keyvan Mohajer

Print Name