

☒ 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

1. Name and Address of Reporting Person * <u>Global Catalyst Partners III L P</u>  (Last) (First) (Middle) <u>3903 LITTLE VALLEY RD</u>  (Street) <u>SUNOL</u> <u>CA</u> <u>94586</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/10/2023</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 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			
<u>Class A Common Stock</u>	<u>07/10/2023</u>		<u>J</u> <sup>(1)</sup>		<u>5,000,000</u>	<u>D</u>	<u>\$0.00</u> <sup>(1)</sup>	<u>15,150,565</u>	<u>D</u> <sup>(2)</sup>	

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)
						Date Exercisable	Expiration Date					
Code	V	(A)	(D)					Title	Amount or Number of Shares			

1. Name and Address of Reporting Person * <u>Global Catalyst Partners III L P</u>  (Last) (First) (Middle) <u>3903 LITTLE VALLEY RD</u>  (Street) <u>SUNOL</u> <u>CA</u> <u>94586</u>  (City) (State) (Zip)		
1. Name and Address of Reporting Person * <u>Global Catalyst Venture Management III, LLC</u>  (Last) (First) (Middle) <u>3903 LITTLE VALLEY RD</u>  (Street) <u>SUNOL</u> <u>CA</u> <u>94586</u>  (City) (State) (Zip)		

Explanation of Responses:

1. On July 10, 2023, Global Catalyst Partners III, L.P. ("GCP III") distributed in-kind, without consideration, 5,000,000 shares of Class A Common Stock pro-rata to its partners, including its limited partners and its general partner, Global Catalyst Venture Management III, LLC ("GCVM III"), in accordance with the exemptions under Rule 16a-9 and Rule 16a-13 of the Securities Exchange Act of 1934, as amended. Upon receipt by GCVM III of its pro rata interest of the distribution (667,141 shares of Class A Common Stock), GCVM III distributed in-kind, without consideration, all such shares pro-rata to its members in accordance with the exemptions under Rule 16a-9 and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

2. The shares are held directly by GCP III, of which GCVM III is the general partner. GCVM III disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by it for

Remarks:

[Global Catalyst Partners III,  
L.P., By: Global Catalyst  
Venture Management III,  
LLC, its general partner, By: 07/12/2023  
/s/ Kamran Elahian,  
Managing Member  
Global Catalyst Venture  
Management III, LLC, By: /s/  
Kamran Elahian, Managing  
Member 07/12/2023](#)

\*\* 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.**