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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     MOHAJER KEYVAN				2. Issuer Name and Ticker or Trading Symbol SOUNDHOUND AI, INC. [ SOUN ]											of Reportin licable) tor	ig i c	_ ` ` '	
,	, , ,			3. Date of Earliest Transaction (Month/Day/Year) 06/20/2024									Officer (give title below)  CEO  Other (specify below)					
5400 BETSY ROSS DRIVE				4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
CA	<b>x</b> 9	95054											V	Form	filed by Mo			
(Sta	ate) (2	(Zip)			Rule 10b5-1(c) Transaction Indication  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	l - N	Non-Deriva	tive	Secui	rities	Ac	quir	ed, Di	sposed o	f, or E	Benefic	ially	Own	ed			
Date			Execution ear) if any		n Date, T				4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a		d (A) or r. 3, 4 and	and 5) Se Be Ov		ecurities eneficially wned Following		m: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price		Transa	ction(s)			(Instr. 4)
Class A Common Stock 06/20/2				.4				S		67,994(1)	D \$4.039		399	9 1,069,837			D	
Class A Common Stock 06/24/202				4			S			116,504	D	\$3.947	71(3)	953,333			D	
	Та	ble I												Owne	d			
ity or Exercise (Month/Day/Year) if any		cution Date, ny		nsaction of		6. Date Exercisable and Expiration Date (Month/Day/Year)			Amou Secur Unde Deriv Secur	Amount		ivative urity	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)		
	CA  (Sta  Common Sta  Common Sta  Conversion or Exercise Price of Derivative	CA STANDING	CA 95054  (State) (Zip)  Table I - N  Security (Instr. 3)  Common Stock  Table I  Conversion or Exercise Price of Derivative I  Oberivative I  Table I  A 1. Transaction Date (Month/Day/Year)  A 2. Exercise Price of Derivative I far (Mo	CA 95054  (State) (Zip)  Table I - Non-Deriva  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Common Stock  06/20/202  Table II - Derivati (e.g., pu	(First) (Middle) UNDHOUND AI, INC.  CTSY ROSS DRIVE  CA 95054  Ru  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Common Stock  Common Stock  06/20/2024  Table II - Derivative S (e.g., puts, c  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Conversion Date (Month/Day/Year)  Sal. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Code 8)	(First) (Middle)  UNDHOUND AI, INC.  CTSY ROSS DRIVE  CA  95054  Rule 10  Check tt satisfy tt  Table I - Non-Derivative Security (Instr. 3)  Common Stock  C	(First) (Middle) UNDHOUND AI, INC.  CTSY ROSS DRIVE  CA 95054  Rule 10b5-  Check this box satisfy the affin  Table I - Non-Derivative Securities  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Common Stock  Common Stock  06/20/2024  Table II - Derivative Securities A (e.g., puts, calls, warra  2. Transaction Date (e.g., puts, calls, warra  (e.g., puts, calls, warra  Conversion or Exercise Price of Derivative Security  Security  Security  A. If Amendment,  4. If Amendment,  Check this box satisfy the affin  Execution Date (Month/Day/Year)  Security  A. Deemed Execution Date (e.g., puts, calls, warra  (e.g., puts, calls, warra  (a) O Derivative Securities A (a) O Derivative Security (Month/Day/Year)  Conversion Of Exercise Price of Derivative Security  (A) O Disponding the first of the first of Derivative Security (Month/Day/Year)	(First) (Middle) UNDHOUND AI, INC.  CTSY ROSS DRIVE  CA 95054  Rule 10b5-1(c  Check this box to inc satisfy the affirmative  Table I - Non-Derivative Securities Acc  (Month/Day/Year)  Common Stock  Common Stock  Common Stock  Table II - Derivative Securities Acq (e.g., puts, calls, warrants  2. Transaction Date (e.g., puts, calls, warrants)  Common Stock  Conversion or Exercise Price of Derivative Security  Security  Security  Acquired  Acquired  Acquired  (A) or Disposed of (D) (Instr. 3, 4) or Disposed of (D) (Instr. 3,	(State) (Zip)  CA 95054  Rule 10b5-1(c) Tr.  Check this box to indicate is satisfy the affirmative defer satisfy the affirmati	(State) (Zip)  CA 95054  Rule 10b5-1(c) Transa  (State) (Zip)  Check this box to indicate that a tra satisfy the affirmative defense cond  Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year)  (Month/Day/Year)  Common Stock  Common Stock  Common Stock  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, or Exercise Price of Derivative Security  Security  A. If Amendment, Date of Original Fi  4. If Amendment, Date of Original Fi  2. Transaction  Captured, Diate  Execution Date, if any (Month/Day/Year)  Conversion or Exercise Price of Date (Month/Day/Year)  Conversion Obate (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Securities Acquired, Distants (e.g., puts, calls, warrants, options, or Disposed of (D) (Instr. 3, 4 and 5)  A. Deemed Execution Date, if any (Month/Day/Year)  Code (Instr. 3)  S. Number Oberivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(State) (Zip)  CA 95054  Rule 10b5-1(c) Transaction Ind  (State) (Zip)  Check this box to indicate that a transaction was n satisfy the affirmative defense conditions of Rule 1  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Common Stock  06/20/2024  S 67,994(1)  Common Stock  Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertite Acquired (A) or Disposed of (Month/Day/Year)  2. Transaction Date (Instr. 8)  Code V Amount  Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertite Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Common Stock  3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(State) (Zip)    Check this box to indicate that a transaction was made pusatisfy the affirmative defense conditions of Rule 10b5-1(c)   Check this box to indicate that a transaction was made pusatisfy the affirmative defense conditions of Rule 10b5-1(c)   Check this box to indicate that a transaction was made pusatisfy the affirmative defense conditions of Rule 10b5-1(c)   Check this box to indicate that a transaction was made pusatisfy the affirmative defense conditions of Rule 10b5-1(c)   Check this box to indicate that a transaction was made pusatisfy the affirmative defense conditions of Rule 10b5-1(c)   Check this box to indicate that a transaction was made pusatisfy the affirmative defense conditions of Rule 10b5-1(c)   Check this box to indicate that a transaction was made pusatisfy the affirmative defense conditions of Rule 10b5-1(c)   Common Stock	(First) (Middle) (Mi	(First) (Middle) UNDHOUND AI, INC.  CA 95054  CA 95054  Rule 10b5-1(c) Transaction (Month/Day/Year)  (State) (Zip)  Check this box to indicate that a transaction was made pursuant to a control satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year)  (Month/Day/Year)  Common Stock  06/20/2024  Common Stock  06/24/2024  Conversion Or Exercision Date (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  Conversion Or Exercision Date (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  Conversion Options (Month/Day/Year)  (Month/Day/Year)  Amount or Number  Amount or Number	(State) (Zip)  CA 95054  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Date (Month/Day/Year)  (Month/Day/Year)  Common Stock  O6/20/2024  S 67,994(1) D \$4.0399 1,0 Common Stock  O6/24/2024  Table I - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Table I - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Amount of Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Amount of Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Amount of Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Amount or Number (Month/Day/Year)  Amount or Number (Month/Day/Year)	(State) (Zip)  CA 95054  Rule 10b5-1(c) Transaction (Month/Day/Year)  (State) (Zip)  Check this box to indicate that a transaction was made pursuant to a contract, instruction or writt satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  Check this box to indicate that a transaction was made pursuant to a contract, instruction or writt satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  Date of Earliest Transaction (Month/Day/Year)  Check this box to indicate that a transaction was made pursuant to a contract, instruction or writt satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Common Stock  06/20/2024  S 6 7,994(1)  D \$4.0399  1,069,837  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Common Stock  06/24/2024  S 5. Number of Original Filed (Month/Day/Year)  Scourities Beneficially Owned  Common Stock  06/24/2024  S 6 67,994(1)  D \$4.0399  1,069,837  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Common Stock  06/24/2024  S 5. Number of Original Filed (Month/Day/Year)  S 6. Date Exercisable and Amount of Original Filed (Month/Day/Year)  S 7. Transaction Date, Structure and Structure a	(State) (Zip)  CA 95054  Rule 10b5-1(c) Transaction (Month/Day/Year)  (State) (Zip)  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plically of the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  3. Tra	(State) (Zip)    Security (Instr. 3)   2. Transaction   Month/Day/Year)   2. Transaction   Month/Day/Year)   2. Transaction   Month/Day/Year)   3. Date of Earliest Transaction (Month/Day/Year)   4. If Amendment, Date of Original Filed (Month/Day/Year)   6. Individual or Joint/Group Filing (Check A Line)   Form filed by More than One Repressor   Form filed   Form f

## **Explanation of Responses:**

- 1. The sale reported herein was made to satisfy tax withholding obligations in connection with the vesting of shares of restricted stock units granted to the reporting person on July 20, 2022, September 7, 2022, and August 3, 2023.
- 2. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in March 2024.
- 3. This transaction was executed in multiple trades during the day at prices ranging from \$3.88 to \$4.06. 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-06/24/2024 fact 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
Sign	ature
Keyv	van Mohajer
Prin	ıt Name