

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person MAYFIELD XV, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP  (Last) (First) (Middle) 2484 SAND HILL ROAD  (Street) MENLO PARK, CA 94025  (City) (State) (Zip)		2. Date of Event Requiring Statement (Month/Day/Year) 06/16/2022	3. Issuer Name and Ticker or Trading Symbol Grove Collaborative Holdings, Inc. [GROV]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date Original Filed(Month/Day/Year) 06/21/2022	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	200,000	I	By Mayfield Select, a Cayman Islands Exempted Limited Partnership <a href="#">(1)</a>

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

SEC 1473 (7-02)

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**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 Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(3)	(3)	Class A Common Stock	13,312,440 (4)	\$ (3)	I	By Mayfield XV, a Cayman Islands Exempted Limited Partnership <a href="#">(2)</a>
Class B Common Stock	(3)	(3)	Class A Common Stock	2,354,921 (5)	\$ (3)	I	By Mayfield Select, a Cayman Islands Exempted Limited Partnership <a href="#">(1)</a>

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYFIELD XV, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP 2484 SAND HILL ROAD MENLO PARK, CA 94025		X		
Mayfield XV Management (EGP), L.P. 2484 SAND HILL ROAD MENLO PARK, CA 94025		X		
Mayfield XV Management (UGP), Ltd. 2484 SAND HILL ROAD MENLO PARK, CA 94025		X		
MAYFIELD SELECT, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP 2484 SAND HILL ROAD MENLO PARK, CA 94025		X		
Mayfield Select Management (EGP), L.P. 2484 SAND HILL ROAD MENLO PARK, CA 94025		X		
Mayfield Select Management (UGP), Ltd. 2484 SAND HILL ROAD MENLO PARK, CA 94025		X		

**Signatures**

Mayfield XV, a Cayman Islands Exempted Limited Partnership, By: Mayfield XV Management (EGP), L.P., its general partner, By: Mayfield XV Management (UGP), Ltd., its general partner, By: /s/ Paul Kohli, Authorized Signatory  <i>Signature of Reporting Person</i>	06/27/2022
Mayfield XV Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership, By: Mayfield XV Management (UGP), Ltd., its general partner, By: /s/ Paul Kohli, Authorized Signatory  <i>Signature of Reporting Person</i>	06/27/2022
Mayfield XV Management (UGP), Ltd., a Cayman Islands Exempted Company, By: /s/ Paul Kohli, Authorized Signatory  <i>Signature of Reporting Person</i>	06/27/2022
Mayfield Select, a Cayman Islands Exempted Limited Partnership, By: Mayfield Select Management (EGP), L.P., its general partner, By: Mayfield Select Management (UGP), Ltd., its general partner, By: /s/ Paul Kohli, Authorized Signatory  <i>Signature of Reporting Person</i>	06/27/2022
Mayfield Select Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership, By: Mayfield Select Management (UGP), Ltd., its general partner, By: /s/ Paul Kohli, Authorized Signatory  <i>Signature of Reporting Person</i>	06/27/2022
Mayfield Select Management (UGP), Ltd., a Cayman Islands Exempted Company, /s/ Paul Kohli, Authorized Signatory  <i>Signature of Reporting Person</i>	06/27/2022

**Explanation of Responses:**

- \* 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).
- (1) Mayfield Select Management (UGP), Ltd., a Cayman Islands Exempted Company ("MF Select UGP") is the general partner of Mayfield Select Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership ("MF Select EGP"), which is the general partner of Mayfield Select Chadha and Urshit Parikh are the directors of MF Select UGP. As a result, each of the foregoing entities and individuals may be deemed to share beneficial ownership of the securities held of record by MF Select, but each of the individuals disclaims such beneficial ownership except to the extent of his p
- (2) Mayfield XV Management (UGP), Ltd., a Cayman Islands Exempted Company ("MF XV UGP"), is the general partner of Mayfield XV Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership ("MF XV EGP"), which is the general partner of Mayfield XV, a Cayman Urshit Parikh are the directors of MF XV UGP. As a result, each of the foregoing entities and individuals may be deemed to share beneficial ownership of the securities held of record by MF XV, but each of the individuals disclaims such beneficial ownership except to the extent of his p
- (3) Each share of Class B Common Stock is convertible at any time into Class A Common Stock on a one-to-one basis at the reporting person's election and has no expiration date.
- (4) This amount includes 1,093,524 restricted shares of Class B Common Stock that will vest in two substantially equal installments if the Issuer's Class A common stock if the daily volume weighted average price ("VWAP") per share of the Issuer's Class A Common Stock for any 20 trading following thresholds: \$12.50 and \$15.00.
- (5) This amount includes 193,440 restricted shares of Class B Common Stock that will vest in two substantially equal installments if the Issuer's Class A common stock if the daily volume weighted average price ("VWAP") per share of the Issuer's Class A Common Stock for any 20 trading following thresholds: \$12.50 and \$15.00.

**Remarks:**  
The Form 3 originally filed by the Reporting Persons inadvertently omitted the Earnout Shares held by Mayfield XV and MF Select. This amendment is being filed to correct the amounts in Table II, column 3 of the Form 3, and the infor

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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