

OMB Number:	3235-0287
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>MAYFIELD XV, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP</u>  (Last) (First) (Middle) <u>2484 SAND HILL ROAD</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Grove Collaborative Holdings, Inc. [ GROV ]</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>07/14/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A Common Stock	07/14/2023		C		2,443,783	A	(1)	2,443,783	I	Mayfield XV, a Cayman Islands Exempted Limited Partnership <sup>(2)</sup>
Class A Common Stock	07/14/2023		C		432,296	A	(1)	472,296	I	Mayfield Select, a Cayman Islands Exempted Limited Partnership <sup>(3)</sup>
Class A Common Stock	07/14/2023		S		780,000	D	\$1.6	1,663,783	I	Mayfield XV, a Cayman Islands Exempted Limited Partnership <sup>(2)</sup>
Class A Common Stock	07/14/2023		S		150,000	D	\$1.6	322,296	I	Mayfield Select, a Cayman Islands Exempted Limited Partnership <sup>(3)</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)
				Code	V		(A)	(D)					

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(I)	07/14/2023		C			2,443,783	(I)	(I)	Class A Common Stock	2,443,783	\$0.00	241,991 <sup>(4)</sup>	I	Mayfield XV, a Cayman Islands Exempted Limited Partnership <sup>(1)</sup>
Class B Common Stock	(I)	07/14/2023		C			432,296	(I)	(I)	Class A Common Stock	432,296	\$0.00	42,807 <sup>(5)</sup>	I	Mayfield Select, a Cayman Islands Exempted Limited Partnership <sup>(2)</sup>

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)

1. Name and Address of Reporting Person \*

[Mayfield XV Management \(EGP\), L.P.](#)

(Last) (First) (Middle)

2484 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Mayfield XV Management \(UGP\), Ltd.](#)

(Last) (First) (Middle)

2484 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[MAYFIELD SELECT, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP](#)

(Last) (First) (Middle)

2484 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Mayfield Select Management (EGP), L.P.</a>		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Mayfield Select Management (UGP), Ltd.</a>		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

**Explanation of Responses:**

- 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.
- 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 Islands Exempted Limited Partnership (MF XV). Rajeev Batra, Navin Chaddha, and Urshit Parikh, the directors of MF XV UGP, may be deemed to share beneficial ownership of the shares owned by MF XV, but each of the individuals disclaims such beneficial ownership.
- 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, a Cayman Islands Exempted Limited Partnership (MF Select). Messrs. Batra, Chaddha, and Parikh, the directors of MF Select UGP, may be deemed to share beneficial ownership of the shares owned by MF Select, but each of the individuals disclaims such beneficial ownership.
- Represents restricted shares of Class B Common Stock that will vest in two substantially equal installments if the daily volume weighted average price ("VWAP") per share of the Issuer's Class A Common Stock for any 20 trading days within any 30-trading-day period prior to June 16, 2032 equals or exceeds the following thresholds: \$62.50 and \$75.00. Includes 23,287 shares of Class B Common Stock received pursuant to a post-closing earnout adjustment exempt from reporting pursuant to Rule 16a-9.
- Represents restricted shares of Class B Common Stock that will vest in two substantially equal installments if the daily volume weighted average price ("VWAP") per share of the Issuer's Class A Common Stock for any 20 trading days within any 30-trading-day period prior to June 16, 2032 equals or exceeds the following thresholds: \$62.50 and \$75.00. Includes 4,119 shares of Class B Common Stock received pursuant to a post-closing earnout adjustment exempt from reporting pursuant to Rule 16a-9.

**Remarks:**

All share counts reported herein have been adjusted to reflect the 1-for-5 reverse stock split effected by the Issuer on June 5, 2023.

[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](#) 07/17/2023

[MAYFIELD XV MANAGEMENT \(EGP\), L.P., By: MAYFIELD XV MANAGEMENT \(UGP\), LTD., its General Partner, By: /s/ Paul Kohli, Authorized Signatory](#) 07/17/2023

[MAYFIELD XV MANAGEMENT \(UGP\), LTD., By: /s/ Paul Kohli, Authorized Signatory](#) 07/17/2023

[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](#) 07/17/2023

[MAYFIELD SELECT MANAGEMENT \(EGP\), L.P., By: MAYFIELD SELECT MANAGEMENT \(UGP\), LTD., its General Partner, By: /s/ Paul Kohli, Authorized Signatory](#) 07/17/2023

[MAYFIELD SELECT MANAGEMENT \(UGP\), LTD., By: /s/ Paul Kohli, Authorized Signatory](#) 07/17/2023

\*\* Signature of Reporting Person Date

\* 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.**