

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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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 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 Virgin Group Acquisition Sponsor II LLC			2. Issuer Name and Ticker or Trading Symbol Grove Collaborative Holdings, Inc. [GROV]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____		
(Last) (First) (Middle) C/O VIRGIN GROUP ACQUISITION CORP. II, 65 BLEECKER STREET, 6TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 06/16/2022					
(Street) NEW YORK, NY 10012			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
(City) (State) (Zip)			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	06/16/2022		C		9,972,500 (1)	A	\$ 0 (1)	9,972,500	D (5) (7) (8)	
Class A Common Stock	06/16/2022		P		2,750,000 (2)	A	\$ 0 (2)	12,722,500	D (6) (7) (8)	
Class A Common Stock	06/16/2022		P		1,671,524 (3)	A	\$ 10	14,394,024	D (6) (7) (8)	
Class A Common Stock	06/16/2022		P		5,000,000 (4)	A	\$ 10	19,394,024	D (6) (7) (8)	

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

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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 Underlying Securities (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 of Derivative Security: 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 Ordinary Shares	(1)	06/16/2022		C			10,062,500	(1)	(1)	Class A Common Stock	9,972,500	(1)	0	D (5) (7) (8)	
Warrants	\$ 0.01	06/16/2022		P		3,875,028 (3)		06/16/2022	06/16/2027	Class A Common Stock	3,875,028	\$ 0.01	3,875,028	D (6) (7) (8)	
Warrants	\$ 11.5	06/16/2022		P		6,700,000 (9)		07/16/2022	06/16/2027	Class A Common Stock	6,700,000	\$ 1.5	6,700,000	D (5) (7) (8)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Virgin Group Acquisition Sponsor II LLC C/O VIRGIN GROUP ACQUISITION CORP. II 65 BLEECKER STREET, 6TH FLOOR NEW YORK, NY 10012		X		
Corvina Holdings LTD CRAIGMUIR CHAMBERS ROAD TOWN, TORTOLA BRITISH VIRGIN ISLANDS, D8 VG1110		X		
Virgin Group Holdings LTD CRAIGMUIR CHAMBERS ROAD TOWN, TORTOLA BRITISH VIRGIN ISLANDS, D8 VG1110		X		

VIECO INVESTMENTS LTD CRAIGMUIR CHAMBERS ROAD TOWN, TORTOLA BRITISH VIRGIN ISLANDS, D8 VG1110		X		
Branson Sir Richard BRANSON VILLA NECKER BEACH ESTATE, NECKER ISLAND BRITISH VIRGIN ISLANDS, D8 VG1150		X		

Signatures

VG Acquisition Sponsor II LLC, By: James Cahillane, as attorney-in-fact <small>Signature of Reporting Person</small>		06/21/2022 <small>Date</small>
Corvina Holdings Limited, By: Harold Brunink, as attorney-in-fact <small>Signature of Reporting Person</small>		06/21/2022 <small>Date</small>
Virgin Group Holdings Limited, By: Harold Brunink, as attorney-in-fact <small>Signature of Reporting Person</small>		06/21/2022 <small>Date</small>
Vieco Investments Ltd. By: Harold Brunink, as attorney-in-fact <small>Signature of Reporting Person</small>		06/21/2022 <small>Date</small>
Sir Richard Branson, By: Harold Brunink, as attorney-in-fact <small>Signature of Reporting Person</small>		06/21/2022 <small>Date</small>

Explanation of Responses:

* 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).

- Represents Class B ordinary shares held by the Reporting Person that automatically converted into shares of Class A Common Stock (the "Shares") in connection with the redomestication of the Issuer from Cayman Islands to Delaware public benefit corporation in connection with the closing of the business combination of Issuer and Grove Collaborative, Inc. on June 16, 2022 (the "Transaction"). Following the initial grant of Class B ordinary shares, but on or prior to the closing of the Transaction, the ratio of Class B ordinary shares to Shares was adjusted to ensure that the Reporting Person received the same ownership percentage in Issuer following the closing of the Transaction.
- (1) initial grant of Class B ordinary shares, but on or prior to the closing of the Transaction, the ratio of Class B ordinary shares to Shares was adjusted to ensure that the Reporting Person received the same ownership percentage in Issuer following the closing of the Transaction.
 - (2) Represents shares in Grove Collaborative Inc. that were exchanged for Shares in connection with the closing of the Transaction.
 - (3) Acquired through private placement transaction. In addition to the Shares, the Reporting Person acquired the private placement warrants, each exercisable to purchase one Share at \$0.01 per Share.
 - (4) Acquired through private placement transaction.
 - (5) Virgin Group Acquisition Sponsor II LLC, a Cayman Islands limited liability company, is the record holder of these Shares. Corvina Holdings Limited, a British Virgin Islands exempted company ("Corvina"), is the sole managing member and manager of Virgin Group Acquisition Sponsor II LLC and holds an economic interest therein. Corvina Holdings Limited is wholly owned by Virgin Group Holdings Limited.
 - (6) Corvina Holdings Limited is the record holder of these Shares.
 - (7) Virgin Group Holdings Limited is owned by Sir Richard Branson, and he has the ability to appoint and remove the management of Virgin Group Holdings Limited and, as such, may indirectly control the decisions of Virgin Group Holdings Limited, regarding the voting and disposition of securities held by Virgin Group Holdings Limited. Therefore, Sir Richard Branson may be deemed to have indirect beneficial ownership of the Shares held by Virgin Group Acquisition Sponsor II LLC. Each of Corvina Holdings Limited, Virgin Group Holdings Limited and Sir Richard Branson disclaims beneficial ownership of the Shares except to the extent of its or his pecuniary interest therein.
 - (8) Vieco Investments Ltd., a British Virgin Islands exempted company, holds an economic interest in Virgin Group Acquisition Sponsor II LLC. Vieco Investments Ltd. is owned by Sir Richard Branson, and he has the ability to appoint and remove the management of Vieco Investments Ltd. and, as such, may indirectly control the decisions of Vieco Investments Ltd., regarding the voting and disposition of securities held by Vieco Investments Ltd. Therefore, Sir Richard Branson may be deemed to have indirect beneficial ownership of the Shares held by Virgin Group Acquisition Sponsor II LLC. Each of Vieco Investments Ltd. and Sir Richard Branson disclaims beneficial ownership of the Shares except to the extent of its or his pecuniary interest therein.
 - (9) Represents warrants that were converted in connection with the closing of the Transaction to purchase one Share at \$11.50 per Share. The warrants were purchased as private placement warrants at \$1.50 per Share with an exercise price of \$11.50 per Share.

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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