

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 checked="" type="checkbox"/> 10% Owner ____ 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) 08/30/2022			
(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 checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(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	08/30/2022		P	(1)(2)	3,275,182	A	\$ 0 (1) (2)	22,669,206	D	(1) (2)

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					

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, D8 VG1110		X		

Virgin Group Holdings LTD CRAIGMUIR CHAMBERS ROAD TOWN TORTOLA, D8 VG1110		X		
VIECO INVESTMENTS LTD CRAIGMUIR CHAMBERS ROAD TOWN TORTOLA, D8 VG1110		X		
Branson Sir Richard BRANSON VILLA NECKER BEACH ESTATE NECKER ISLAND, D8 VG1150		X		

Signatures

VG Acquisition Sponsor II LLC, By: James Cahillane, as attorney-in-fact **Signature of Reporting Person		09/01/2022 Date
Corvina Holdings Limited, By: Harold Brunink, as attorney-in-fact **Signature of Reporting Person		09/01/2022 Date
Virgin Group Holdings Limited, By: Harold Brunink, as attorney-in-fact **Signature of Reporting Person		09/01/2022 Date
Vieco Investments Ltd. By: Harold Brunink, as attorney-in-fact **Signature of Reporting Person		09/01/2022 Date
Sir Richard Branson, By: Harold Brunink, as attorney-in-fact **Signature of Reporting Person		09/01/2022 Date

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).

(1) On August 30, 2022, pursuant to the subscription agreement by and between Corvina Holdings Limited ("Corvina") and Grove Collaborative, Inc., a Delaware public benefit corporation ("Old Grove") dated March 31, 2022 ("Backstop Subscription Agreement"), the Issuer issued to Corvina 3,275,182 shares of the Issuer's Class A common stock, par value \$0.0001 (the "Common Stock"). The Backstop Subscription Agreement provided, should the volume weighted average price of the Common Stock be less than \$10.00 per share during the 10 trading days commencing on the first trading day after the Issuer's first quarterly earnings call for a fiscal quarter that ends following the closing of the business combination (the "Measurement Period VWAP"), that Corvina would be entitled to receive a number of shares of Common Stock equal to the lesser of (i) the product of (x) the sum of

(1) the shares of Class B common stock of the Issuer issued to Corvina at the closing of the business combination pursuant to the Agreement and Plan of Merger (dated December 7, 2021, as amended and restated on March 31, 2022) as consideration for the shares of Old Grove common stock received by Corvina under the Backstop Subscription Agreement and (2) the shares of Old Grove common stock Corvina agreed to subscribe for and purchase under the Backstop Subscription Agreement (collectively, the "Post-Combination Backstop Shares") multiplied by (y) a fraction, (A) the numerator of which is \$10.00 (as adjusted for any stock split, reverse stock split or similar adjustment following the closing of the business combination) minus the Measurement Period VWAP and (B) the denominator of which is the Measurement Period VWAP and (ii) the number of Post-Combination Backstop Shares outstanding as of immediately following the closing of the business combination.

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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