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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Cheng Lawrence</u> _____ (Last) (First) (Middle) <u>C/O GROVE COLLABORATIVE HOLDINGS, INC.</u> <u>1301 SANSOME STREET</u> _____ (Street) <u>SAN FRANCISCO CA 94111</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/20/2024</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			

**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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A' Convertible Preferred Stock	\$1.9328 <sup>(1)(2)(3)</sup>	09/20/2024		A <sup>(1)</sup>		15,000		09/20/2024	<sup>(4)</sup>	Class A Common Stock	7,760,761 <sup>(2)(3)</sup>	\$1,000 <sup>(1)</sup>	15,000	I	See footnote <sup>(5)</sup>
Warrant (Right to Acquire)	\$6.33	09/20/2024		D <sup>(6)</sup>		1,579,778		02/11/2024	08/11/2026 <sup>(7)</sup>	Class A Common Stock	1,579,778	<sup>(6)</sup>	0	I	See footnote <sup>(5)</sup>
Warrant (Right to Acquire)	\$0.01	09/20/2024		D <sup>(6)</sup>		20,905		02/11/2024	08/11/2026 <sup>(7)</sup>	Class A Common Stock	20,905	<sup>(6)</sup>	0	I	See footnote <sup>(5)</sup>

**Explanation of Responses:**

- On September 20, 2024 (the "Closing Date"), the Issuer entered into a subscription agreement with Volition Capital Fund IV, L.P. ("Volition Fund IV"), pursuant to which the Issuer issued and sold to Volition Fund IV, 15,000 shares of the Issuer's Series A' Convertible Preferred Stock (the "Series A' Preferred Stock") in exchange for (i) \$15,000,000 in cash paid to the Issuer, (ii) the forfeiture and termination of all existing warrants held by Volition Fund IV to purchase, in aggregate, 1,600,683 shares of the Issuer's Class A Common Stock, and (iii) the modification of certain terms of the Issuer's existing Series A Convertible Preferred Stock held by Volition Fund IV. The acquisition or deemed acquisition of such securities and any shares of Class A Common Stock that may be acquired upon conversion of the Series A' Preferred Stock were exempt from Section 16(b) pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- Each share of Series A' Preferred Stock shall be convertible, at the option of the holder thereof, at any time, into such number of shares of Class A Common Stock equal to the sum of (i) the amount determined by dividing (x) the Series A' Original Issue Price (as such term is defined in the Amended and Restated Certificate of Designation of Series A Preferred Stock of the Issuer (the "Certificate"), attached as Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed on September 23, 2024; initially \$1,000) plus any declared but unpaid dividends to which such share of Series A' Preferred Stock is then entitled by (y) the then-effective Conversion Price (as such term is defined in the Certificate; initially \$1.9328) and (ii) the Subsequent Issuance Share Adjustment (as such term is defined in the Certificate); (continued in footnote 3)
- (continued from footnote 2) provided, however, that no conversion of shares of Series A' Preferred Stock into Class A Common Stock shall exceed the Change of Control Limitation (as such term is defined in the Certificate). Accordingly, this amount is subject to change.
- These shares of Series A' Preferred Stock have no expiration date. These shares of Series A' Preferred Stock are subject to mandatory conversion at the Issuer's sole discretion upon the occurrence of certain events specified in the Certificate.
- These securities are directly held by Volition Fund IV. Volition Capital Advisors IV, LLC ("Volition Capital Advisors IV") is the general partner of Volition Fund IV. The managing members of Volition Capital Advisors IV are the Reporting Person, a member of the Issuer's board of directors, Sean Cantwell and Roger Hurwitz (collectively, the "Managing Members"). The Managing Members may be deemed to share voting, investment and dispositive power with respect to such securities. Volition Capital Advisors IV and each of the Managing Members disclaim beneficial ownership of the securities reported herein except to the extent of their respective pecuniary interest therein, if any, and this report shall not be deemed an admission that any of them is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- These warrants to purchase shares of Class A Common Stock were forfeited and terminated in connection with the transaction described in footnote 1 to this Form 4. The disposition or deemed disposition of the warrants or the shares of Class A Common Stock underlying the warrants were exempt from Section 16(b) pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- These warrants were scheduled to expire on the earlier of (i) August 11, 2026 and (ii) immediately following the consummation of a Liquidation Transaction (as such term is defined in the Subscription Agreement, attached as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed on August 14, 2023) in which the Issuer's stockholders receive cash or freely tradable securities.

/s/ Lawrence Cheng

09/24/2024

\*\* 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.

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