

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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).

1. Name and Address of Reporting Person * <u>REPLOGLE JOHN B</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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2023</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	02/15/2023		M		15,465	A	(1)	499,739	D	
Class A Common Stock	02/15/2023		M		29,400	A	(1)	529,139	D	
Class A Common Stock								267	I	See footnote ⁽²⁾

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
Restricted Stock Units	(1)	02/15/2023		M			15,465	(3)	(4)	Class A Common Stock	15,465	(1)	170,115	D	
Restricted Stock Units	(1)	02/15/2023		M			29,400	(5)	(4)	Class A Common Stock	29,400	(1)	245,013	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of class A Common Stock
- These securities are directly held by Replogle Family LLC, for which the Reporting Person serves as manager.
- These RSUs vest approximately as follows: with respect to 201,039 RSUs, 15,459 vested and settled on November 15, 2022, and the rest will vest in equal installments on each February 15, May 15, August 15 and November 15 until becoming fully vested on November 15, 2025, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date. The RSUs have no expiration date.
- The RSUs have no expiration date.
- These RSUs vested 30% on November 15, 2022, and then 7.5% for each subsequent quarter of continuous service for the following year and then 5% for each subsequent quarter of continuous service for the following two years. The RSUs have no expiration date.

/s/ Barbara Wallace, Attorney-in-Fact for John Replogle 02/16/2023

** 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.

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.