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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

1. Name and Address of Reporting Person * <u>Clark Christopher</u> (Last) (First) (Middle) C/O GROVE COLLABORATIVE HOLDINGS, INC. 1301 SANSOME STREET (Street) SAN FRANCISCO CA 94111 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Digital Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	05/15/2023		M		30,626	A	(1)	563,127	D	
Class A Common Stock	05/15/2023		F		14,042 ⁽²⁾	D	\$0.4925	549,085	D	
Class A Common Stock	05/15/2023		M		4,501	A	(1)	553,586	D	
Class A Common Stock	05/15/2023		F		2,064 ⁽²⁾	D	\$0.4925	551,522	D	
Class A Common Stock	05/15/2023		M		6,902	A	(1)	558,424	D	
Class A Common Stock	05/15/2023		F		3,165 ⁽²⁾	D	\$0.4925	555,259	D	
Class A Common Stock	05/15/2023		M		84,222	A	(1)	639,481	D	
Class A Common Stock	05/15/2023		F		38,616 ⁽²⁾	D	\$0.4925	600,865	D	
Class A Common Stock	05/15/2023		M		10,806	A	(1)	611,671	D	
Class A Common Stock	05/15/2023		F		4,955 ⁽²⁾	D	\$0.4925	606,716	D	
Class A Common Stock	05/15/2023		M		9,155	A	(1)	615,871	D	
Class A Common Stock	05/15/2023		F		4,198 ⁽²⁾	D	\$0.4925	611,673	D	
Class A Common Stock	05/15/2023		M		60,907	A	(1)	672,580	D	
Class A Common Stock	05/15/2023		F		27,927 ⁽²⁾	D	\$0.4925	644,653	D	
Class A Common Stock	05/15/2023		S		10,000	D	\$0.4691 ⁽³⁾	634,653	D	
Class A Common Stock	05/16/2023		S		14,849	D	\$0.4532 ⁽⁴⁾	619,804	D	

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				
Restricted Stock Units	(1)	05/15/2023		M			30,626	(5)	(6)	Class A Common Stock	30,626	(1)	91,878	D	
Restricted Stock Units	(1)	05/15/2023		M			4,501	(7)	(6)	Class A Common Stock	4,501	(1)	50,125	D	
Restricted Stock Units	(1)	05/15/2023		M			6,902	(8)	(6)	Class A Common Stock	6,902	(1)	29,714	D	
Restricted Stock Units	(1)	05/15/2023		M			84,222	(9)	(6)	Class A Common Stock	84,222	(1)	0	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				
Restricted Stock Units	(1)	05/15/2023		M			10,806	(9)	(6)	Class A Common Stock	10,806	(1)	0	D	
Restricted Stock Units	(1)	05/15/2023		M			9,155	(9)	(6)	Class A Common Stock	9,155	(1)	0	D	
Restricted Stock Units	(1)	05/15/2023		M			60,907	(10)	(6)	Class A Common Stock	60,907	(1)	669,975	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of class A Common Stock
- These shares were retained by the Company in order to meet the tax withholding obligations of the award-holder in connection with the vesting of an installment of the restricted stock award. The amount retained by the Company was not in excess of the amount of the tax liability.
- The transaction was executed in multiple trades in prices ranging from \$.4612 to \$.4793, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote of this Form 4.
- The transaction was executed in multiple trades in prices ranging from \$.450 to \$.4833, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote of this Form 4.
- These RSUs will vest in equal installments on each February 15, May 15, August 15 and November 15 until becoming fully vested on February 15, 2024, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date.
- The RSUs have no expiration date.
- These RSUs will vest in equal installments on each February 15, May 15, August 15 and November 15 until becoming fully vested on November 15, 2024, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date.
- These RSUs will vest in equal installments on each February 15, May 15, August 15 and November 15 until becoming fully vested on February 15, 2025, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date.
- These RSUs shall vest in two equal installments on each of February 15, 2023 and May 15, 2023, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date
- These RSUs will vest in twelve equal installments on each February 15th, May 15th, August 15th and November 15th of each year (provided, that if such date occurs on a weekend or federal holiday, vesting shall occur on the next business day) beginning on May 15, 2023, with accelerated vesting following a change in control if the Reporting Person's services are terminated by the Issuer without cause or the Reporting Person resigns for good reason.

/s/Barbara Wallace, Attorney-in-Fact for Christopher Clark 05/17/2023

** 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.