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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>Cervantes Sergio</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) Director 10% Owner Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2024	
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	02/15/2024		M		8,820	A	(1)	132,116	D	
Class A Common Stock	02/15/2024		F		4,344 <sup>(2)</sup>	D	\$1.78	127,772	D	
Class A Common Stock	02/15/2024		M		31,209	A	(1)	158,981	D	
Class A Common Stock	02/15/2024		F		15,371 <sup>(2)</sup>	D	\$1.78	143,610	D	
Class A Common Stock	02/15/2024		M		4,000	A	(1)	147,610	D	
Class A Common Stock	02/15/2024		F		1,971 <sup>(2)</sup>	D	\$1.78	145,639	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
Restricted Stock Units	(1)	02/15/2024		M			8,820	(3)	(4)	Class A Common Stock	8,820	(1)	79,383	D	
Restricted Stock Units	(1)	02/15/2024		M			31,209	(5)	(4)	Class A Common Stock	31,209	(1)	187,261	D	
Restricted Stock Units	(1)	02/15/2024		M			4,000	(5)	(4)	Class A Common Stock	4,000	(1)	24,000	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.
- These RSUs vest 25% on May 15, 2023, and then in quarterly installments for the next 36 months, with accelerated vesting following a change in control if the Reporting Person's services are terminated by the Issuer without cause or he resigns for good reason.
- The RSUs have no expiration date.
- 1/10th of the shares subject to the Award shall vest on each of the Company's Standard Quarterly Vesting Dates (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.

/s/Barbara Wallace, Attorney-in-Fact for Sergio Cervantes 02/20/2024

\*\* 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.

**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.**