

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Arif Rayhan			2. Issuer Name and Ticker or Trading Symbol Grove Collaborative Holdings, Inc. [GROV]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2022					
C/O GROVE COLLABORATIVE HOLDINGS, INC., 1301 SANSOME STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)								
SAN FRANCISCO, CA 94111								
(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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

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	Title	Amount or Number of Shares				
Class A Shares in Virgin Group Acquisition Holdings II LLC	(3)	06/16/2022		J	(2)(3)		5,000	(1)	(1)	Class B Common Stock	73,314	\$ 0	0	D	
Class A Shares in Virgin Group Acquisition Holdings II LLC	(3)	06/16/2022		J	(2)(3)		5,000	(1)	(1)	Class A Common Stock	73,314	\$ 0	5,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arif Rayhan C/O GROVE COLLABORATIVE HOLDINGS, INC. 1301 SANSOME STREET SAN FRANCISCO, CA 94111	X			

Signatures

/s/ Barbara Wallace, Attorney-in-Fact for Rayhan Arif	06/21/2022
Signature of Reporting Person	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).

The Reporting Person owns Class A Shares in Virgin Group Acquisition Holdings II LLC, a Delaware limited liability company ("Holdings"). Holdings holds an economic interest in (1) Virgin Group Acquisition Sponsor II LLC, a Cayman Islands limited liability company (the "Sponsor"). The Class A Shares in Holdings represent an indirect economic entitlement to the proceeds attributable to holdings of the Sponsor, including holdings of the Issuer. The Class A Shares in Holdings have no expiration date.

In connection with the mergers (the "Business Combination") contemplated by the Agreement and Plan of Merger, dated December 7, 2021, as amended and restated on March 31, 2022, (the "Merger Agreement") by and among Virgin Group Acquisition Corp. II, a Cayman Islands exempted company ("VGAC II"), Treehouse Merger Sub, Inc., a Delaware corporation and wholly owned direct subsidiary of VGAC II ("VGAC II Merger Sub I"), Treehouse Merger Sub II, LLC, a Delaware limited liability company and wholly owned direct subsidiary of VGAC II ("VGAC II Merger Sub II"), and Grove Collaborative, Inc., a Delaware public benefit corporation ("Grove"), VGAC II became a Delaware corporation and was renamed Grove Collaborative Holdings, Inc. Upon closing of the Business Combination, each Class B ordinary share of VGAC II was converted into one share of Class A Common Stock of Grove Collaborative Holdings, Inc.

This Form 4 is being filed to reflect that, upon closing of the Business Combination, the shares held directly by the Sponsor, in which the Reporting Person has an indirect economic interest (3) through Holdings, converted from Class B Shares of VGAC II to Class A Common Stock of Grove Collaborative Holdings, Inc. There was no change in the number of Class A Shares of Holdings held by the Reporting Person, and no consideration was paid by the Reporting Person or Holdings in connection with this conversion.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Grove Collaborative (the "Company"), hereby constitutes and appoints Delida Costin, Nathan Francis and Barbara Wallace the undersigned's true and lawful attorneys-in-fact to:

1. Complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) (the "Exchange Act") and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

2. Do all acts necessary in order to complete and file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate and perform any and all other acts which are necessary or desirable in connection with the foregoing.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

The undersigned hereby terminates all prior powers of attorney regarding the subject matter hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of May 2, 2022.

Signature: /s/ Rayhan Arif

Name: Rayhan Arif
