

FORM 4

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

OMB APPROVAL	
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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

(Print or Type Responses)

1. Name and Address of Reporting Person Landesberg Stuart <small>(Last) (First) (Middle)</small>			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 checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO		
C/O GROVE COLLABORATIVE HOLDINGS, INC., 1301 SANSOME STREET <small>(Street)</small>			3. Date of Earliest Transaction (Month/Day/Year) 06/16/2022			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		
SAN FRANCISCO, CA 94111 <small>(City) (State) (Zip)</small>			4. If Amendment, Date 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	06/16/2022		A	(3)	2,500	A	\$ 10	2,500	D	
Class A Common Stock	06/16/2022		C	(14)	100	A	(4)	2,600	D	
Class A Common Stock	06/16/2022		C	(14)	100	A	(4)	100	I	See footnote (13)

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

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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 B Common Stock	(4)	06/16/2022		A	(1)(2)	1,337,007	(5) (6)	(4)	(4)	Class A Common Stock	1,337,007	\$ 0	1,337,007	D	
Class B Common Stock	(4)	06/16/2022		A	(1)(2)	679,457	(6) (7)	(4)	(4)	Class A Common Stock	679,457	\$ 0	679,457	I	See footnote (13)
Class B Common Stock	(4)	06/16/2022		C	(14)		100	(4)	(4)	Class A Common Stock	100	\$ 0	1,336,907	D	
Class B Common Stock	(4)	06/16/2022		C	(14)		100	(4)	(4)	Class A Common Stock	100	\$ 0	679,357	I	See footnote (13)
Stock Option (Right to Buy)	\$ 0.64	06/16/2022		A	(1)(2)	2,653,531		(8)	03/29/2028	Class B Common Stock	2,653,531	\$ 0	2,653,531	D	
Stock Option (Right to Buy)	\$ 1.92	06/16/2022		A	(1)(2)	4,278,593		(9)	05/30/2029	Class B Common Stock	4,278,593	\$ 0	4,278,593	D	
Stock Option (Right to Buy)	\$ 3.77	06/16/2022		A	(1)(2)	3,677,461		(10)	02/14/2031	Class B Common Stock	3,677,461	\$ 0	3,677,461	D	

Stock Option (Right to Buy)	\$ 3.77	06/16/2022		A ⁽¹⁾⁽²⁾	1,017,170		(11)	02/14/2031	Class B Common Stock	1,017,170	\$ 0	1,017,170	D
Warrant (Right to Acquire)	\$ 8.51	06/16/2022		A ⁽¹⁾⁽²⁾	11,760		(12)	10/15/2022	Class B Common Stock	11,760	\$ 0	11,760	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Landesberg Stuart C/O GROVE COLLABORATIVE HOLDINGS, INC. 1301 SANSOME STREET SAN FRANCISCO, CA 94111	X	X	President & CEO	

Signatures

/s/ Barbara Wallace, Attorney-in-Fact for Stuart Landesberg		06/21/2022
²² 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).
- These securities were issued upon closing of 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"), in exchange for Grove securities.
- Upon closing of the Business Combination, VGAC II was renamed Grove Collaborative Holdings, Inc. (the "Issuer"), and each share of Grove common stock and preferred stock (on an as-converted-to-common-stock basis) and each restricted stock unit ("RSU"), option and warrant to acquire Grove common stock was converted into the right to receive a share of the Issuer's Class B common stock ("Class B Common Stock") and an RSU, option and warrant to acquire Class B Common Stock, respectively, based on an exchange ratio set forth in the Merger Agreement ("Exchange Ratio"), plus a number of Earnout Shares (defined in footnote 5 below) calculated pursuant to the terms of the Merger Agreement. The Exchange Ratio calculates to approximately 1.176 shares of Class B Common Stock per share of Grove common stock.
- (1) In connection with the closing of the Business Combination, the Reporting Person purchased these shares of the Issuer's Class A Common Stock ("Class A Common Stock") directly from the Issuer pursuant to a subscription agreement dated December 7, 2021.
- (2) Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis at any time, and will be automatically converted into an equal number of Class A Common Stock upon any transfer.
- (3) This amount includes an additional 1,065,849 restricted shares of Class B Common Stock that the Reporting Person received in connection with the Business Combination that will vest upon the achievement of certain earnout thresholds ("Milestones") prior to the tenth anniversary of the closing of the Business Combination (the "Earnout Shares"). The Milestones are described in footnote 6 below.
- (4) The Milestones are defined in the Merger Agreement as follows: (i) 50% of the Earnout Shares automatically vest if the daily volume weighted average price ("VWAP") of the shares of Class A Common Stock is greater than or equal to \$12.50 per share for any 20 trading days within any 30-trading-day period; and (ii) 50% of the Earnout Shares automatically vest if the daily VWAP of the shares of Class A Common Stock is greater than or equal to \$15.00 per share for any 20 trading days within any 30-trading-day period, each subject to certain change-of-control provisions. In addition, any Earnout Shares issued in exchange for Grove RSUs or options are subject to the same vesting terms as the underlying RSUs and options and, if the underlying RSU or option is forfeited, the corresponding Earnout Shares will also be forfeited and distributed to the other holder of Grove securities as if immediately prior to the closing of the Business Combination on a pro rata basis.
- (5) This amount includes 55,813 Earnout Shares, which are subject to the Milestones described in footnote 6 above.
- (6) This option is fully vested and is currently exercisable at any time.
- (7) This option vested 25% on December 21, 2019, and then vests quarterly for the next 36 months, subject to the Reporting Person's continuous service through each applicable vesting date, with accelerated vesting if the Reporting Person's services are terminated by the Issuer without cause or he resigns for good reason, including but not limited to following a change in control. The unvested portions of these options may be early exercised for restricted stock, subject to the Issuer's right of repurchase.
- (8) This option vests quarterly for 48 months starting with the first quarter following January 1, 2021, subject to the Reporting Person's continuous service through each applicable vesting date, with accelerated vesting if the Reporting Person's services are terminated by the Issuer without cause or he resigns for good reason, including but not limited to following a change in control.
- (9) This option vests on the earlier of (i) such time as the 20-day trading day volume-weighted average price of the Issuer's common stock is at least \$12.78 per share, or (ii) immediately prior to the consummation of certain corporate transactions in which the holders of shares of the Issuer's common stock will receive, in exchange for such shares, cash or other consideration the aggregate amount of \$12.78 per share, subject to the Reporting Person's continuous service on the date of such milestone, with accelerated vesting if the Reporting Person's services are terminated by the Issuer without cause or he resigns for good reason, including but not limited to following a change in control.
- (10) These warrants are currently exercisable.
- (11) These securities are directly held by The Landesberg Living Trust, dated October 15, 2021, for which the Reporting Person and his spouse serve as co-trustees.
- (12) In connection with closing of the Business Combination, the Reporting Person elected to convert these securities from Class B Common Stock to Class A Common Stock.

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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