

# 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

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

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 *<br>Cervantes Sergio                          |  | 2. Issuer Name and Ticker or Trading Symbol<br>Grove Collaborative Holdings, Inc. [GROV] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>Chief Financial Officer |  |
| (Last) (First) (Middle)<br>C/O GROVE COLLABORATIVE HOLDINGS, INC., 1301 SANSOME STREET |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/16/2022                           |  |   |  |
| (Street)<br>SAN FRANCISCO, CA 94111  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                     |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                               |  |
| (City) (State) (Zip)   |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>  |  |   |  |

| 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 B Common Stock                       | (3)  | 06/16/2022                           |  | A                              | (1)(2) | 63,149  | (4) (5) | (3)  | (3)             | Class A Common Stock  | 63,149 (4) (5)             | \$ 0                                       | 63,149 (4) (5)   | D  |  |
| Restricted Stock Units                     | (6)  | 06/16/2022                           |  | A                              | (1)(2) | 705,625   |         | (6)  | (6)             | Class B Common Stock  | 705,625                    | \$ 0                                       | 705,625  | D  |  |
| Restricted Stock Units                     | (6)  | 06/16/2022                           |  | C                              | (7)    |   | 705,625 | (6)  | (6)             | Class B Common Stock  | 705,625                    | \$ 0                                       | 0  | D  |  |
| Restricted Stock Units                     | (6)  | 06/16/2022                           |  | C                              | (7)    | 705,625   |         | (6)  | (6)             | Class A Common Stock  | 705,625                    | \$ 0                                       | 705,625  | D  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Cervantes Sergio<br>C/O GROVE COLLABORATIVE HOLDINGS, INC.<br>1301 SANSOME STREET<br>SAN FRANCISCO, CA 94111 |               |           | Chief Financial Officer |       |

## Signatures

|  |            |
|--|------------|
| /s/ Barbara Wallace, Attorney-in-Fact for Sergio Cervantes | 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).

- 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
- (1) 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.
  - (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 consists entirely of 63,149 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 5 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) 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.
  - (6) 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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