

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 Silverman Jonathan		2. Issuer Name and Ticker or Trading Symbol Grove Collaborative Holdings, Inc. [GROV]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Senior VP, Physical Goods	
(Last) (First) (Middle) C/O GROVE COLLABORATIVE HOLDINGS, INC., 1301 SANSOME STREET		3. Date of Earliest Transaction (Month/Day/Year) 06/16/2022			
(Street) SAN FRANCISCO, CA 94111		4. If Amendment, Date Original Filed (Month/Day/Year) 06/21/2022		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
(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			
Class A Common Stock	06/16/2022		C(10)		198,163	A	(3)	198,163	D	

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	(3)	06/16/2022		A(1)(2)		282,381	(4)	(5)	(3)	(3)	Class A Common Stock	282,381	(4)	(5)	D			
Class B Common Stock	(3)	06/16/2022		C(10)		198,163			(3)	(3)	Class A Common Stock	198,163	\$ 0	84,218	(4)	(5)	D	
Stock Option (Right to Buy)	\$ 0.21	06/16/2022		A(1)(2)		32,341			(6)	01/03/2027	Class B Common Stock	32,341	\$ 0	32,341		D		
Stock Option (Right to Buy)	\$ 0.21	06/16/2022		C(10)		32,341			(6)	01/03/2027	Class B Common Stock	32,341	\$ 0	0	(12)		D	
Stock Option (Right to Buy)	\$ 0.21	06/16/2022		C(10)		32,341			(6)	01/03/2027	Class A Common Stock (13)	32,341	\$ 0	32,341		D		
Stock Option (Right to Buy)	\$ 0.38	06/16/2022		A(1)(2)		215,541			(6)	10/03/2027	Class B Common Stock	215,541	\$ 0	215,541		D		
Stock Option (Right to Buy)	\$ 0.38	06/16/2022		C(10)		215,541			(6)	10/03/2027	Class B Common Stock	215,541	\$ 0	0		D		
Stock Option (Right to Buy)	\$ 0.38	06/16/2022		C(10)		215,541			(6)	10/03/2027	Class A Common Stock (13)	215,541	\$ 0	215,541		D		
Stock Option (Right to Buy)	\$ 0.76	06/16/2022		A(1)(2)		182,286			(7)	11/08/2028	Class B Common Stock	182,286	\$ 0	182,286		D		
Stock Option (Right to Buy)	\$ 0.76	06/16/2022		C(10)		182,286			(7)	11/08/2028	Class B Common Stock	182,286	\$ 0	0		D		
Stock Option (Right to Buy)	\$ 0.76	06/16/2022		C(10)		182,286			(7)	11/08/2028	Class A Common Stock (13)	182,286	\$ 0	182,286		D		
Stock Option (Right to Buy)	\$ 1.92	06/16/2022		A(1)(2)		58,802			(8)	01/14/2030	Class B Common Stock	58,802	\$ 0	58,802		D		
Stock Option (Right to Buy)	\$ 1.92	06/16/2022		C(10)		58,802			(8)	01/14/2030	Class B Common Stock	58,802	\$ 0	0		D		
Stock Option (Right to Buy)	\$ 1.92	06/16/2022		C(10)		58,802			(8)	01/14/2030	Class A Common Stock (13)	58,802	\$ 0	58,802		D		
Stock Option (Right to Buy)	\$ 3.77	06/16/2022		A(1)(2)		135,244			(9)	02/14/2031	Class B Common Stock	135,244	\$ 0	135,244		D		

Stock Option (Right to Buy)	\$ 3.77	06/16/2022		C(10)		135,244	(9)	02/14/2031	Class B Common Stock	135,244	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 3.77	06/16/2022		C(10)		135,244	(9)	02/14/2031	Class A Common Stock (13)	135,244	\$ 0	135,244	D	
Restricted Stock Units	(11)	06/16/2022		A(1)(2)		118,662	(11)	(11)	Class B Common Stock	118,662	\$ 0	118,662	D	
Restricted Stock Units	(11)	06/16/2022		C(10)		118,662	(11)	(11)	Class B Common Stock	118,662	\$ 0	0	D	
Restricted Stock Units	(11)	06/16/2022		C(10)		118,662	(11)	(11)	Class A Common Stock	118,662	\$ 0	118,662	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silverman Jonathan C/O GROVE COLLABORATIVE HOLDINGS, INC. 1301 SANSOME STREET SAN FRANCISCO, CA 94111			Senior VP, Physical Goods	

Signatures

/s/ Barbara Wallace, Attorney-in-Fact for Jon Silverman		07/01/2022
		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.
- (1) 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.
- (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 84,218 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.
- 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.
- (4) This option is fully vested and is currently exercisable at any time.
- (5) This option vested 25% on November 9, 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 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 unvested portions of these options may be early exercised for restricted stock, subject to the Issuer's right of repurchase.
- (6) This option vested 25% on January 1, 2021, 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 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 unvested portions of these options may be early exercised for restricted stock, subject to the Issuer's right of repurchase.
- (7) 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 following a change in control if the Reporting Person's services are terminated by the Issuer without cause or he resigns for good reason.
- (8) 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.
- (9) These RSUs vest in four quarterly installments starting on May 15, 2022, 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.
- (10) The Original Form 4 (as defined in the Remarks below) inadvertently reported that the Reporting Person continued to hold options to acquire 32,341 shares of Class B Common Stock following this transaction.
- (11) The Original Form 4 inadvertently reported the title of the class of securities underlying these options as Class B Common Stock.

Remarks:

This Form 4 amendment restates the original Form 4 filed by the Reporting Person on June 21, 2022 (the "Original Form 4") and is being filed to correct minor inadvertent typos in the original Form 4.

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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