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

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**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**Grove Collaborative Holdings, Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**39957D102**  
(CUSIP Number)

**Barbara Wallace**  
**Grove Collaborative Holdings, Inc.**  
**1301 Sansome Street**  
**San Francisco, CA 94111**  
**(800) 231-8527**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**October 27, 2022**  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Christopher Clark	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> PF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 2,099,719 (1)
	<b>8</b>	<b>SHARED VOTING POWER</b> 0
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 2,099,719 (1)
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 0
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,099,719 (1)	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 2.9% (2)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

(1) This amount includes (i) 484,478 shares of Class B Common Stock, (ii) 766,700 shares of Class A Common Stock obtainable upon exercise of options, (iii) 588 shares of Class B Common Stock obtainable upon exercise of warrants, and (iv) 847,853 shares of Class B Common Stock obtainable upon vesting and settlement of restricted stock units ("RSUs").

(2) Calculation is based on the sum of (i) 70,758,404 shares of Class A Common Stock outstanding as of October 14, 2022, as provided by the Issuer, plus (ii) 484,478 shares of Class A Common Stock issuable upon conversion of Class B Common Stock, (iii) 766,700 shares of Class A Common Stock obtainable upon exercise of options, (iv) 588 shares of Class A Common Stock issuable upon conversion of Class B Common Stock obtainable upon exercise of warrants, and (v) 847,853 shares of Class A Common Stock issuable upon conversion of Class B Common Stock obtainable upon vesting and settlement of RSUs, each of (ii) through (v) which have been added to the total shares of Class A Common Stock outstanding in accordance with Rule 13d-3(d)(3) under the Act.

**Item 1. Security and Issuer**

*Item 1 of the Schedule 13D is hereby amended and supplemented as follows:*

This Amendment No. 1 to Schedule 13D (“Amendment No. 1”) is being filed by the undersigned, pursuant to Rule 13d-2(a) under the Act, with respect to the Class A Common Stock, par value \$0.0001 per share (the “Class A Common Stock”), of Grove Collaborative Holdings, Inc. (the “Issuer”), whose principal executive offices are located at 1301 Sansome Street, San Francisco, California 94111. This Amendment No. 1 amends and supplements the information set forth in the Schedule 13D filed by the Reporting Person with the U.S. Securities and Exchange Commission (the “SEC”) on June 27, 2022 (together with this Amendment No. 1, the “Schedule 13D”). All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms previously reported in the Schedule 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration**

*Item 3 of the Schedule 13D is hereby amended and supplemented as follows:*

On September 26, 2022, the Issuer made an offer (the “Tender Offer”) to exchange certain eligible options for new RSUs, each one of which represents the right to receive one share of the Issuer’s Class A Common Stock, pursuant to a tender offer statement on Schedule TO filed with the SEC on September 26, 2022, and subject to approval by the Issuer’s board of directors (the “Board”). The Tender Offer closed on October 21, 2022, and the Board approved the exchange of options for RSUs (the “Exchange”) on October 27, 2022.

In accordance with the terms of the Tender Offer, at the time of the Exchange, the Reporting Person exchanged (i) 588,020 shares of Class B Common Stock obtainable upon service-based vesting and exercise of stock options with a strike price of \$1.92 per share and an expiration date of January 14, 2030 for 490,017 shares of Class A Common Stock obtainable upon vesting and settlement of RSUs, and (ii) 264,608 shares of Class B Common Stock obtainable upon service-based vesting and exercise of stock options with a strike price of \$3.77 per share and an expiration date of February 14, 2031 for 182,489 shares of Class A Common Stock obtainable upon vesting and settlement of RSUs.

In connection with the Exchange, the Reporting Person also elected to convert options to acquire 766,700 shares of Class B Common Stock into options to acquire 766,700 shares of Class A Common Stock with the same service-based vesting terms and exercise prices. The Reporting Person also elected to convert RSUs representing 175,347 shares of Class B Common Stock into RSUs representing 175,347 shares of Class A Common Stock with the same service-based vesting terms.

Upon tender of each exchanged option in the Exchange, in accordance with the terms of the Tender Offer, the Reporting Person forfeited an aggregate 76,306 unvested shares of Class B Common Stock representing Earnout Shares that were granted in connection with the exchanged options. No additional consideration was paid by the Reporting Person in connection with the Exchange.

**Item 4. Purpose of Transaction**

*Item 4 of the Schedule 13D is hereby amended and supplemented as follows:*

The response to Item 3 of this Schedule 13D is incorporated by reference herein.

**Item 5. Interest in Securities of the Issuer**

*Item 5 of the Schedule 13D is hereby amended and supplemented as follows:*

(a, b) As of the date hereof, the Reporting Person may be deemed to be the beneficial owner of 2,099,719 shares of Class A Common Stock, representing approximately 2.9% of the total number of shares of Class A Common Stock outstanding. This amount consists of: (i) 100 shares of Class A Common Stock held directly by the Reporting Person; (ii) 484,478 shares of Class B Common Stock held directly by the Reporting Person, of which 156,741 are Earnout Shares; (iii) 766,700 shares of Class A Common Stock obtainable upon exercise of options, (iv) 588 shares of Class B Common Stock obtainable upon exercise of warrants, and (v) 847,853 shares of Class B Common Stock obtainable upon vesting and settlement of RSUs.

The foregoing beneficial ownership percentage is based on the sum of (i) 70,758,404 shares of Class A Common Stock outstanding as of October 14, 2022, as provided by the Issuer, plus (ii) 484,478 shares of Class A Common Stock issuable upon conversion of Class B Common Stock, (iii) 766,700 shares of Class A Common Stock obtainable upon exercise of options, (iv) 588 shares of Class A Common Stock issuable upon conversion of Class B Common Stock obtainable upon exercise of warrants, and (v) 847,853 shares of Class A Common Stock issuable upon conversion of Class B Common Stock obtainable upon vesting and settlement of RSUs, each of (ii) through (v) which have been added to the total shares of Class A Common Stock outstanding in accordance with Rule 13d-3(d)(3) under the Act.

(c) The response to Item 3 is incorporated by reference herein. In addition, since the filing of the original Schedule 13D, the Reporting Person received 43,041 additional Earnout Shares in connection with the redistribution of forfeited Earnout Shares, pursuant to the terms of the Merger Agreement, to other holders of Earnout Shares on a pro rata basis based upon the allocation of Earnout Shares as of the closing of the Business Combination. Except for transactions reported herein, there have been no transactions in the Issuer’s securities by the Reporting Person in the past sixty days.

(d) This Item 5(d) is not applicable.

(e) As of the date of this Amendment No. 1, the Reporting Person has ceased to be the beneficial owner of more than five percent of the Class A Common Stock.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Christopher Clark  
Christopher Clark

October 31, 2022

*Attention: Intentional misstatements or omissions of fact constitute federal violations (see 18 U.S.C. 1001).*

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