# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G**

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

# Grove Collaborative Holdings, Inc.

(Name of Issuer)

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

39957D102 (CUSIP Number)

June 16, 2022 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 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).

1.	1. NAMES OF REPORTING PERSONS				
	NextView Ventures II, L.P.				
2.	. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)				
	(a) □ (b) ⊠				
3.	SEC USE ONLY				
			N N A GE OF OR ON A LANGUATION		
4.	. CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
		5.	SOLE VOTING POWER		
	HIN ODER OF				
NUMBER OF SHARES		6.	SHARED VOTING POWER		
	BENEFICIALLY OWNED BY		4,734,990 (1)(2)		
	EACH	7.	SOLE DISPOSITIVE POWER		
R	EPORTING PERSON				
	WITH	8	0 SHARED DISPOSITIVE POWER		
		0.	SHAKED DISPOSITIVE FOWER		
			4,734,990 (1)(2)		
9.	AGGREGAT	E AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	4,734,990 (1)(	2)			
10.					
11.	□  I. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11.	TERCEIVI O	CL	ASS REFRESENTED BY AMOUNT IN NOW (2)		
	(3)				
12.	12. TYPE OF REPORTING PERSON (see instructions)				
	PN				

- (1) All such shares are held of record by NextView Ventures II, L.P. ("NextView II"). NextView Capital Partners II, LLC ("NextView GP II") is the general partner of NextView II and may be deemed to have voting, investment and dispositive power with respect to these securities.
- (2) Consists of (i) 50,100 shares of Class A Common Stock, and (ii) 4,684,890 shares of Class A Common Stock issuable upon the conversion of the shares of Class B Common Stock held by NextView II. However, the convertibility of NextView II's Class B Common Stock is limited pursuant to the terms of the Letter Agreement Regarding Restriction On Conversion Of Class B Common Stock with the Issuer entered into on August 5, 2022 (the "Agreement") as a result of the blocker provision of the Agreement described in the following sentence. The Agreement provides that the holder of Class B Common Stock will not have a right to convert, subject to certain exceptions, the Class B Common Stock for Class A Common Stock if, as a result of such conversion, NextView II, together with its affiliates (collectively, the "NextView Affiliates"), would exceed a beneficial ownership limitation of 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to the issuance of the shares of Class A Common Stock upon conversion of the Class B Common Stock being converted.
- (3) Does not include 1,262,355 shares of Class B Common Stock held by NextView II subject to the Agreement such that the NextView Affiliates' total beneficial ownership cannot exceed 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to the issuance of the shares of Class A Common Stock upon conversion of the Class B Common Stock being converted.

1.	NAMES OF REPORTING PERSONS				
	NextView Ventures II-A, L.P.				
2.					
	(a) (b)	X			
3.	3. SEC USE ONLY				
4.	. CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
		5.	SOLE VOTING POWER		
NUMBER OF		6.	0 SHARED VOTING POWER		
BE	SHARES NEFICIALLY				
(	OWNED BY		1,749,124 (1)(2)		
R	EACH REPORTING	7.	SOLE DISPOSITIVE POWER		
	PERSON		0		
	WITH	8.	SHARED DISPOSITIVE POWER		
			1.740.124 (1)(2)		
9.	AGGREGAT	ΕAΝ	1,749,124 (1)(2) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	1,749,124 (1)(2)				
10.	CHECK IF TI	HE A	GGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)		
11.	I. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	(3)				
12.		POR	TING PERSON (see instructions)		
	PN				

- (1) All such shares are held of record by NextView Ventures II-A, L.P. ("NextView II-A"). NextView GP II is the general partner of NextView II-A and may be deemed to have voting, investment and dispositive power with respect to these securities.
- (2) Consists of (i) 100 shares of Class A Common Stock, and (ii) 1,749,024 shares of Class A Common Stock issuable upon the conversion of the shares of Class B Common Stock held by NextView II-A. However, the convertibility of NextView II-A's Class B Common Stock is limited pursuant to the terms of the Agreement as a result of the blocker provision of the Agreement described in the following sentence. The Agreement provides that the holder of Class B Common Stock will not have a right to convert, subject to certain exceptions, the Class B Common Stock for Class A Common Stock if, as a result of such conversion, the NextView Affiliates would exceed a beneficial ownership limitation of 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to the issuance of the shares of Class A Common Stock upon conversion of the Class B Common Stock being converted.
- (3) Does not include 503,233 shares of Class B Common Stock held by NextViewII-A subject to the Agreement such that the NextView Affiliates' total beneficial ownership cannot exceed 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to the issuance of the shares of Class A Common Stock upon conversion of the Class B Common Stock being converted.

1.	NAMES OF REPORTING PERSONS				
	NextView Ventures I Co-Invest Fund, L.P.				
2.					
	(a) (b)	X			
3.	3. SEC USE ONLY				
	520 652 61121				
4.	. CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
			SOLE VOTING POWER		
NUMBER OF			0		
DE	SHARES NEFICIALLY	6.	SHARED VOTING POWER		
	OWNED BY		546,449 (1)(2)		
,	EACH EPORTING	7.	SOLE DISPOSITIVE POWER		
K	PERSON				
	WITH	8.	SHARED DISPOSITIVE POWER		
_		<u> </u>	546,449 (1)(2)		
9.	AGGREGATI	E AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	546,449 (1)(2)	)			
10.	7 (7)				
11.	□  I. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	(3)				
12.	12. TYPE OF REPORTING PERSON (see instructions)				
	PN				

- (1) All such shares are held of record by NextView Ventures ICo-Invest Fund, L.P. ("NextView Co-Invest"). NextView Capital Partners Co-Invest, LLC ("NextView GP Co-Invest") is the general partner of NextView Co-Invest and may be deemed to have voting, investment and dispositive power with respect to these securities.
- (2) Consists of (i) 100 shares of Class A Common Stock, and (ii) 546,349 shares of Class A Common Stock issuable upon the conversion of the shares of Class B Common Stock held by NextView Co-Invest. However, the convertibility of NextView Co-Invest's Class B Common Stock is limited pursuant to the terms of the Agreement as a result of the blocker provision of the Agreement described in the following sentence. The Agreement provides that the holder of Class B Common Stock will not have a right to convert, subject to certain exceptions, the Class B Common Stock for Class A Common Stock if, as a result of such conversion, the NextView Affiliates would exceed a beneficial ownership limitation of 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to the issuance of the shares of Class A Common Stock upon conversion of the Class B Common Stock being converted.
- (3) Does not include 157,148 shares of Class B Common Stock held by NextViewCo-Invest subject to the Agreement such that the NextView Affiliates' total beneficial ownership cannot exceed 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to the issuance of the shares of Class A Common Stock upon conversion of the Class B Common Stock being converted.

1.	NAMES OF F	REPO	ORTING PERSONS		
	NextView Capital Partners II, LLC				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)				
	(a) (b)	X			
3.	SEC USE ONLY				
٥.	SEC OSE ONE!				
4.	. CITIZENSHIP OR PLACE OF ORGANIZATION				
	Dilamore				
Delaware 5. SOLE VOTING POWER			SOLE VOTING POWER		
NUMBER OF			0		
DE	SHARES	6.	SHARED VOTING POWER		
	NEFICIALLY OWNED BY		6,484,114 (1)(2)		
,	EACH EPORTING	7.	SOLE DISPOSITIVE POWER		
K	PERSON				
	WITH	8.	SHARED DISPOSITIVE POWER		
			6,484,114 (1)(2)		
9.	AGGREGAT	Ł AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	6,484,114 (1)(	2)			
10.					
	П				
11.		F CL	ASS REPRESENTED BY AMOUNT IN ROW (9)		
12	(3)				
12.	12. TYPE OF REPORTING PERSON (see instructions)				
	00				

- (1) NextView GP II is the general partner of each of NextView II and NextView II-A, the respective holders of the securities, and may be deemed to having voting, investment and dispositive power with respect to these securities.
- (2) Consists of (i) 4,734,990 of such shares held by NextView II, of which (a) 50,100 of such shares consist of Class A Common Stock, and (b) 4,684,890 of such shares consist of shares of Class A Common Stock issuable upon the conversion of the shares of Class B Common Stock held by NextView II, and (ii) 1,749,124 of such shares held by NextView II-A, of which (a) 100 of such shares consist of Class A Common Stock, and (b) 1,749,024 of such shares consist of shares of Class A Common Stock issuable upon the conversion of the shares of Class B Common Stock held by NextView II-A. However, the convertibility of such Class B Common Stock is limited pursuant to the terms of the Agreement as a result of the blocker provision of the Agreement described in the following sentence. The Agreement provides that the holder of Class B Common Stock will not have a right to convert, subject to certain exceptions, the Class B Common Stock for Class A Common Stock if, as a result of such conversion, the NextView Affiliates would exceed a beneficial ownership limitation of 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to the issuance of the shares of Class A Common Stock upon conversion of the Class B Common Stock being converted.
- (3) Does not include 1,262,355 shares of Class B Common Stock held by NextView II and 503,233 shares of Class B Common Stock held by NextView II-A, each of which are subject to the Agreement such that the NextView Affiliates' total beneficial ownership cannot exceed 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to the issuance of the shares of Class A Common Stock upon conversion of the Class B Common Stock being converted.

1.	NAMES OF REPORTING PERSONS				
	NextView Capital Partners Co-Invest, LLC				
2.	*				
	(a) 🗆 (b)				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delayere				
Delaware   5.   SOLE VOTING POWER			SOLE VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		6.	SHARED VOTING POWER		
			546,449 (1)(2)		
		7.	SOLE DISPOSITIVE POWER		
K	EPORTING PERSON				
	WITH	8.	SHARED DISPOSITIVE POWER		
			546,449 (1)(2)		
9.	AGGREGAT	E AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	546,449 (1)(2)	)			
10.					
11.	PERCENT OI	F CL	ASS REPRESENTED BY AMOUNT IN ROW (9)		
	(3)				
12.					
	00				

- (1) All such shares of record are held by NextViewCo-Invest. NextView GP Co-Invest is the general partner of NextViewCo-Invest and may be deemed to having voting, investment and dispositive power with respect to these securities.
- (2) Consists of (i) 100 shares of Class A Common Stock held by NextViewCo-Invest, and (ii) 546,349 shares of Class A Common Stock issuable upon the conversion of the shares of Class B Common Stock held by NextView Co-Invest. However, the convertibility of such Class B Common Stock is limited pursuant to the terms of the Agreement as a result of the blocker provision of the Agreement described in the following sentence. The Agreement provides that the holder of Class B Common Stock will not have a right to convert, subject to certain exceptions, the Class B Common Stock for Class A Common Stock if, as a result of such conversion, the NextView Affiliates would exceed a beneficial ownership limitation of 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to the issuance of the shares of Class A Common Stock upon conversion of the Class B Common Stock being converted.
- (3) Does not include 157,148 shares of Class B Common Stock held by NextViewCo-Invest such that the NextView Affiliates' total beneficial ownership cannot exceed 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to the issuance of the shares of Class A Common Stock upon conversion of the Class B Common Stock being converted.

#### Item 1(a). Name of Issuer:

Grove Collaborative Holdings, Inc. (the "Issuer")

## Item 1(b). Address of Issuer's Principal Executive Offices:

131 Sansome Street

San Francisco, California 94111

#### Item 2(a). Name of Person Filing:

This joint statement on Schedule 13G is being filed by NextView II, NextViewII-A, NextView Co-Invest, NextView GP II and NextView GP Co-Invest (each, a "Reporting Person" and collectively, the "Reporting Person").

#### Item 2(b) Address of Principal Business Office, or if None, Residence:

The address of the principal business office of each Reporting Person is 179 Lincoln Street, Suite 404, Boston, MA 02111.

#### Item 2(c). Citizenship:

Each of NextView GP II and NextView GP Co-Invest is a limited liability company organized under the laws of the State of Delaware. Each of NextView II, NextView II-A and NextView Co-Invest is a limited partnership organized under the laws of the State of Delaware.

#### Item 2(d). Title of Class of Securities:

Class A Common Stock, \$0.0001 par value per share

#### Item 2(e). CUSIP Number:

39957D102

## Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

#### Item 4. Ownership.

(a) Amount beneficially owned:

See Row 9 of the cover page for each Reporting Person. As the general partner of each of NextView II and NextViewII-A, NextView GP II may be deemed to beneficially own the shares held by each of NextView II and NextView II-A. As the general partner of NextViewCo-Invest, NextView GP Co-Invest may be deemed to beneficially own the shares held by NextViewCo-Invest.

(b) Percent of class:

See Row 11 of the cover page for each Reporting Person.

- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote

See Row 5 of the cover page for each Reporting Person.\*

(ii) Shared power to vote or to direct the vote

See Row 6 of the cover page for each Reporting Person.\*

(iii) Sole power to dispose or to direct the disposition of

See Row 7 of the cover page for each Reporting Person.\*

(iv) Shared power to dispose or to direct the disposition of

See Row 8 of the cover page for each Reporting Person.\*

\* Except to the extent of its pecuniary interest therein, each Reporting Person disclaims beneficial ownership of such shares, except for the shares, if any, such Reporting Person holds of record.

#### Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

#### Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Under certain circumstances set forth in the limited partnership agreements of each of NextView II, NextViewI-A and NextView Co-Invest and the limited liability company agreements of each of NextView GP II and NextView GP Co-Invest, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of securities of the Issuer owned by each such entity of which they are a partner or member, as the case may be.

# Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

# Item 8. Identification and Classification of Members of the Group.

Not applicable.

#### Item 9. Notice of Dissolution of the Group.

Not applicable.

#### Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Rule 14a-11 promulgated under the Act.

Material to be Filed as Exhibits.

Exhibit 1 – Joint Filing Agreement.

# 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.

Dated: August 5, 2022

#### NEXTVIEW VENTURES II, L.P.

By: NextView Capital Partners II, LLC, its general partner

/s/ Robert Go By: Name: Robert Go Title: Managing Member

#### NEXTVIEW VENTURES II-A, L.P.

By: NextView Capital Partners II, LLC, its general partner

/s/ Robert Go By: Name: Robert Go Title: Managing Member

## NEXTVIEW VENTURES I CO-INVEST FUND, L.P.

By: NextView Capital Partners Co-Invest, LLC, its general

partner

/s/ Robert Go By: Name: Robert Go Title: Managing Member

## NEXTVIEW CAPITAL PARTNERS II, LLC

By: /s/ Robert Go Name: Robert Go Title: Managing Member

# NEXTVIEW CAPITAL PARTNERS CO-INVEST, LLC

By: /s/ Robert Go Name: Robert Go Title: Managing Member

#### JOINT FILING AGREEMENT

The undersigned hereby agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned, and any amendments thereto executed by the undersigned shall be filed on behalf of each of the undersigned without the necessity of filing any additional joint filing agreement. The undersigned acknowledge that each is responsible for the timely filing of such statement on Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness or accuracy of the information concerning the others of the undersigned, except to the extent that it knows or has reason to believe that such information is inaccurate or incomplete. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument

Dated: August 5, 2022

#### NEXTVIEW VENTURES II, L.P.

By: NextView Capital Partners II, LLC, its general partner

By: /s/ Robert Go Name: Robert Go Title: Managing Member

#### NEXTVIEW VENTURES II-A, L.P.

By: NextView Capital Partners II, LLC, its general partner

By: /s/ Robert Go Name: Robert Go Title: Managing Member

#### NEXTVIEW VENTURES I CO-INVEST FUND, L.P.

By: NextView Capital Partners Co-Invest, LLC, its general

partner

By: /s/ Robert Go Name: Robert Go Title: Managing Member

## NEXTVIEW CAPITAL PARTNERS II, LLC

By: /s/ Robert Go Name: Robert Go Title: Managing Member

#### NEXTVIEW CAPITAL PARTNERS CO-INVEST, LLC

By: /s/ Robert Go Name: Robert Go Title: Managing Member