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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)**

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)

**Wayne Cohen
Sculptor Capital Management
9 West 57th Street
New York, NY 10019
(212) 790-0000**

Copy to:

**Craig Marcus
Ropes & Gray LLP
800 Boylston Street
Boston, MA 02199
(617) 951-7000**

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

December 6, 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.

The information required on 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.

1	NAME OF REPORTING PERSON Sculptor Capital Management, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 9,601,854 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 9,601,854 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,601,854 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.7% (2)	
14	TYPE OF REPORTING PERSON HC	

- (1) Includes 8,783,986 shares of Class A Common Stock and 817,868 shares of Class B Common Stock held by SCM GC Investments Limited, subject to forfeiture. SCM GC Investments Limited is wholly-owned by Sculptor Master Fund Ltd. Sculptor Capital LP is the investment adviser to Sculptor Master Fund, Ltd. Sculptor Capital Holding Corporation serves as the sole general partner of Sculptor Capital LP. Sculptor Capital Management, Inc. is a holding company that is the sole shareholder of Sculptor Capital Holding Corporation.
- (2) The calculation is based on 98,396,478 shares of Class A common stock issued and outstanding as of November 17, 2022 as reported in the Amendment No. 2 to Schedule 13D, for the reporting person Stuart Landesberg, the Issuer's Chief Executive Officer, filed with the Securities and Exchange Commission on November 17, 2022 (the "Registration Statement") plus 817,868 shares of Class B common stock held by the Reporting Persons.

1	NAME OF REPORTING PERSON SCM GC Investments Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 9,601,854 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 9,601,854 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,601,854 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.7% (2)	
14	TYPE OF REPORTING PERSON OO	

- (1) Includes 8,783,986 shares of Class A Common Stock and 817,868 shares of Class B Common Stock, subject to forfeiture. SCM GC Investments Limited is wholly-owned by Sculptor Master Fund Ltd.
- (2) The calculation is based on 98,396,478 shares of Class A common stock issued and outstanding as of November 17, 2022 as reported in the Amendment No. 2 to Schedule 13D, for the reporting person Stuart Landesberg, the Issuer's Chief Executive Officer, filed with the Securities and Exchange Commission on November 17, 2022 (the "Registration Statement") plus 817,868 shares of Class B common stock held by the Reporting Persons.

This Amendment No. 3 to Schedule 13D relates to shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock"), of Grove Collaborative Holdings, Inc., a Delaware corporation (the "Issuer"), and amends the initial statement on Schedule 13D filed by the Reporting Person on June 27, 2022 (the "Initial Statement") as amended by the Amendment No. 1 to Schedule 13D ("Amendment No. 1") filed with the Securities Exchange Commission on July 21, 2022 and Amendment No.2 to Schedule 13D ("Amendment No. 2") filed with the Securities and Exchange Commission on November 16, 2022 (as amended, the "Schedule 13D"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 13D.

As of the date of this Amendment No. 3, Sculptor Capital LP, a Delaware limited partnership, Sculptor Capital II LP, a Delaware limited partnership, Sculptor Capital Holding Corporation, a Delaware corporation, Sculptor Capital Holding II LLC, a Delaware limited liability company, Sculptor Master Fund, Ltd., a Cayman Islands company, Sculptor Special Funding, LP, a Cayman Islands exempted limited partnership, Sculptor Credit Opportunities Master Fund, Ltd., a Cayman Islands company, Sculptor SC II LP, a Delaware limited partnership, and Sculptor Enhanced Master Fund, Ltd., a Cayman Islands company, are no longer beneficial owners of the Issuer's Class A Common Stock or Class B Common Stock.

ITEM 5. INTEREST OF SECURITIES OF THE ISSUER.

Item 5 of the Initial Statement is hereby amended and restated as follows:

The information contained on the cover pages to this Schedule 13D is incorporated herein by reference.

(a),(b) The responses of each Reporting Person to Rows (7) through (13) of the cover pages of this Amendment No. 3 to Schedule 13D are hereby incorporated by reference in this Item 5.

The decrease in shares beneficially owned by each Reporting Person as reported in this Amendment No. 3 to Schedule 13D reflects, the transactions described on Annex A.

(c) Annex A, attached hereto, sets forth transactions in the Common Stock that were effected since the filing date of Amendment No. 2. The transactions in the Common Stock described on Annex A were effected on securities exchanges unless otherwise indicated therein.

(d) None.

(e) Not applicable.

SIGNATURES

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

Dated: December 8, 2022

SCULPTOR CAPITAL MANAGEMENT, INC.

Signature: /s/ Wayne Cohen
Name: Wayne Cohen
Title: President and Chief Operating Officer

SCM GC INVESTMENTS LIMITED

Signature: /s/ Wayne Cohen
Name: Wayne Cohen
Title: President and Chief Operating Officer

Annex A

Transaction in Class A Common Stock

(For the period from November 16, 2022 through December 7, 2022)

Legal Entity	Trade Date	Amount	Trade Price	Buy/Sell
By SCM GC Investments Limited	November 17, 2022	21,100	\$0.84	Sell
By SCM GC Investments Limited	November 21, 2022	9,400	\$0.84	Sell
By SCM GC Investments Limited	November 22, 2022	24,300	\$0.80	Sell
By SCM GC Investments Limited	November 23, 2022	10,300	\$0.78	Sell
By SCM GC Investments Limited	November 25, 2022	9,100	\$0.76	Sell
By SCM GC Investments Limited	November 28, 2022	42,482	\$0.70	Sell
By SCM GC Investments Limited	November 29, 2022	7,700	\$0.68	Sell
By SCM GC Investments Limited	November 30, 2022	20,000	\$0.64	Sell
By SCM GC Investments Limited	December 1, 2022	17,000	\$0.63	Sell
By SCM GC Investments Limited	December 2, 2022	30,500	\$0.60	Sell
By SCM GC Investments Limited	December 5, 2022	25,000	\$0.56	Sell
By SCM GC Investments Limited	December 6, 2022	20,000	\$0.54	Sell