

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

**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 1)\*

**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)

**12/31/2024**

(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)

**SCHEDULE 13G**

CUSIP No. 39957D102

1	<b>Names of Reporting Persons</b> HCI Grove, LLC
2	<b>Check the appropriate box if a member of a Group (see instructions)</b> <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	<b>Sec Use Only</b>
4	<b>Citizenship or Place of Organization</b> DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 1,111,110.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,111,110.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,111,110.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 3.1 %	
12	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person: Jason H. Karp is the sole Manager of HCI Grove, LLC and may be deemed to have voting, investment and dispositive power with respect to these securities.

### SCHEDULE 13G

CUSIP No.	39957D102
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1	Names of Reporting Persons HCI Grove Management, LLC	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 362,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 362,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 362,000.00	

10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>
11	Percent of class represented by amount in row (9) 1.0 %
12	Type of Reporting Person (See Instructions) OO

**Comment for Type of Reporting Person:** Consists of a warrant to purchase an aggregate of 362,000 shares of the Class A Common Stock (on an adjusted basis, giving effect to the Reverse Stock Split), which is currently exercisable.

Ross Berman is the sole Manager of HCI Grove Management, LLC and may be deemed to have voting, investment and dispositive power with respect to these securities.

### SCHEDULE 13G

CUSIP No.	39957D102
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1	Names of Reporting Persons Jason H. Karp	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 1,649,160.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,649,160.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,649,160.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 4.6 %	
12	Type of Reporting Person (See Instructions) IN	

**Comment for Type of Reporting Person:** Consists of (i) 538,050 shares of Class A Common Stock held by Mr. Karp directly and (ii) 1,111,110 shares of Class A Common Stock held by HCI Grove, LLC, of which Mr. Karp is the sole Manager.

SCHEDULE 13G

CUSIP No.	39957D102
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1	<b>Names of Reporting Persons</b> Ross Berman
2	<b>Check the appropriate box if a member of a Group (see instructions)</b> <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	<b>Sec Use Only</b>
4	<b>Citizenship or Place of Organization</b> UNITED STATES
Number of Shares Beneficially Owned by Each Reporting Person With:	5 <b>Sole Voting Power</b> 0.00
	6 <b>Shared Voting Power</b> 556,000.00
	7 <b>Sole Dispositive Power</b> 0.00
	8 <b>Shared Dispositive Power</b> 556,000.00
9	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 556,000.00
10	<b>Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)</b> <input type="checkbox"/>
11	<b>Percent of class represented by amount in row (9)</b> 1.6 %
12	<b>Type of Reporting Person (See Instructions)</b> IN

**Comment for Type of Reporting Person:** Consists of (i) 194,000 shares of Class A Common Stock held by Mr. Berman directly and (ii) 362,000 shares of Class A Common Stock issuable upon exercise of a warrant held by HCI Grove Management, LLC, of which Mr. Berman is the sole Manager.

SCHEDULE 13G

Item 1.

- (a) **Name of issuer:**  
Grove Collaborative Holdings, Inc.
- (b) **Address of issuer's principal executive offices:**  
1301 Sansome Street, San Francisco, California 94111

Item 2.

(a) **Name of person filing:**

This joint statement on Schedule 13G is being filed by HCI Grove, LLC, HCI Grove Management, LLC, Jason H. Karp and Ross Berman (each, a "Reporting Person" and collectively, the "Reporting Persons").

(b) **Address or principal business office or, if none, residence:**

The address of the principal business office of each Reporting Person is 807 West Ave., Austin TX 78701

(c) **Citizenship:**

Each of HCI Grove, LLC and HCI Grove Management, LLC is a limited liability company organized under the laws of the State of Delaware. Each of Jason H. Karp and Ross Berman is a U.S. citizen.

(d) **Title of class of securities:**

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

(e) **CUSIP No.:**

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:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership**

(a) **Amount beneficially owned:**

Amount beneficially owned: See Row 9 of the cover page for each Reporting Person. As the Managers of HCI Grove, LLC and HCI Grove Management, LLC, Jason H. Karp and Ross Berman may be deemed to beneficially own the shares held by such entities.

(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.

**Item 5. Ownership of 5 Percent or Less of a Class.**

**Item 6. Ownership of more than 5 Percent on Behalf of Another Person.**

Not Applicable

**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.**

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

See Exhibit B

**Item 9. Notice of Dissolution of 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 ?? 240.14a-11.

**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.

**HCI Grove, LLC**

**Signature:** /s/ Jason H. Karp  
**Name/Title:** Jason H. Karp/Manager  
**Date:** 02/10/2025

**HCI Grove Management, LLC**

**Signature:** /s/ Ross Berman  
**Name/Title:** Ross Berman/Manager  
**Date:** 02/10/2025

**Jason H. Karp**

**Signature:** /s/ Jason H. Karp  
**Name/Title:** Jason H. Karp  
**Date:** 02/10/2025

**Ross Berman**

**Signature:** /s/ Ross Berman  
**Name/Title:** Ross Berman  
**Date:** 02/10/2025

Exhibit A. Joint Filing Agreement.

Exhibit B. Item 8 Statement.

Joint Filing Agreement

The undersigned agree that this Schedule 13G, and all amendments thereto, relating to the Class A Common Stock, par value \$0.0001 per share, of HCI Grove, LLC and HCI Grove, Management LLC shall be filed on behalf of the undersigned.

HCI Grove, LLC

By: /s/ Jason H. Karp  
Name: Jason H. Karp  
Title: Manager

HCI Grove Management, LLC

By: /s/ Ross Berman  
Name: Ross Berman  
Title: Manager

Jason H. Karp

By: /s/ Jason H. Karp

Ross Berman

By: /s/ Ross Berman



Due to the relationships between them, the reporting persons hereunder may be deemed to constitute a “group” with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.