SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Cleary Kevin Michael			2. Date of Event Re Statement (Month/I 10/20/2022		3. Issuer Name and Ticker or Trading Symbol Grove Collaborative Holdings, Inc. [GROV]					
C/O GROVE CO INC. 1301 SANSOMI (Street)		(Middle) VE HOLDINGS, 94111 (Zip)				ionship of Reporting Person(s all applicable) Director Officer (give title below)	s) to Issuer 10% Owner Other (spec below)	(1	pplicable Line) X Form filed b	te of Original Filed Group Filing (Check y One Reporting Person y More than One Reporting
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		Nature of Indirect Beneficial Ownership (Instr.	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Derivative Security (Instr. 4)		Conver or Exer		cise (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	

Explanation of Responses:

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

No securities are beneficially owned.

/s/ Barbara Wallace, Attorney-in-Fact for Kevin Cleary <u>10/31/2022</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Grove Collaborative (the "Company"), hereby constitutes and appoints Nathan Francis and Barbara Wallace the undersigned's true and lawful attorneys-in-fact to:

1. Complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) (the "Exchange Act") and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

2. Do all acts necessary in order to complete and file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate and perform any and all other acts which are necessary or desirable in connection with the foregoing.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

The undersigned hereby terminates all prior powers of attorney regarding the subject matter hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of October 21, 2022.

Signature: /s/ Kevin Cleary

Name: <u>Kevin Cleary</u>