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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GROVE COLLABORATIVE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

88-2840659
(I.R.S. Employer
Identification No.)

1301 Sansome Street
San Francisco, CA
(Address of Principal Executive Offices)

94111
(Zip Code)

Grove Collaborative Holdings, Inc. 2022 Equity and Incentive Plan
Grove Collaborative Holdings, Inc. Employee Stock Purchase Plan
(Full title of the plan)

Jeff Yurcisin
President and Chief Executive Officer
1301 Sansome Street
San Francisco, CA 94111
Telephone: (800) 231-8527
(Name and address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Grove Collaborative Holdings, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 for the purpose of registering (i) 1,895,394 shares of the Registrant’s Class A Common Stock, par value \$0.0001 per share (the “Class A Common Stock”), issuable to eligible persons under the Grove Collaborative Holdings, Inc. 2022 Equity and Incentive Plan (the “2022 Plan”) and (ii) 379,078 shares of Class A Common Stock issuable to eligible persons under the Grove Collaborative Holdings, Inc. Employee Stock Purchase Plan (together with the 2022 Plan, the “Plans”), which Class A Common Stock is in addition to the shares of Class A Common Stock registered on the Registrant’s Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on [March 16, 2023 \(File No. 333-270620\)](#) (the “Prior Registration Statement”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement, to the extent relating to the registration of Class A Common Stock issuable under the Plans are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement. The documents containing the information specified in Part I of Form S-8 will be delivered to Plan participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (1) The Registrant’s [Annual Report on Form 10-K for the fiscal year ended December 31, 2023](#) filed with the Commission on March 20, 2024 (the “2023 Annual Report”);
- (2) The description of the Common Stock contained in the Registrant’s Registration Statement on Form S-1, filed with the Commission on [July 18, 2022 \(Registration No. 333-266197\)](#), including any amendment or report for the purpose of updating such descriptor, including [Exhibit 4.14 to the 2023 Annual Report](#)

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”).

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information disclosed by the Registrant under Items 2.02 or 7.01 of any current report on Form 8-K, including the related exhibits under Item 9.01, that the Registrant may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Item 8. Exhibits.

Exhibit No.	Description
4.1	<u>Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 5, 2023).</u>
4.2	<u>Certificate of Amendment to Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K (File No. 001-40263) filed with the SEC on June 5, 2023).</u>
4.3	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on November 30, 2023).</u>
4.4	<u>Grove Collaborative Holdings, Inc. 2022 Equity and Incentive Plan (incorporated by reference to Annex I to the Registrant's Registration Statement on Form S-4/A (File No. 333-262200), filed with the Commission on May 13, 2022).</u>
4.5	<u>Grove Collaborative Holdings, Inc. Employee Stock Purchase Plan (incorporated by reference to Annex J to the Registrant's Registration Statement on Form S-4/A (File No. 333-262200), filed with the Commission on May 13, 2022).</u>
*5.1	<u>Opinion of Sidley Austin LLP with respect to validity of issuance of securities.</u>
*23.1	<u>Consent of Sidley Austin LLP (included as part of Exhibit 5.1 hereto).</u>
*23.2	<u>Consent of independent registered public accounting firm.</u>
*24.1	<u>Powers of Attorney (included in the signature page to this Registration Statement).</u>
*107	<u>Calculation of Filing Fee Table.</u>

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on March 20, 2024.

GROVE COLLABORATIVE HOLDINGS, INC.

By: /s/ Jeffrey Yurcisin
Jeffrey Yurcisin
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that that each of the undersigned hereby constitutes and appoints, jointly and severally, Jeffrey Yurcisin and Sergio Cervantes, or any of them (with full power to each of them to act alone), as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and on his or her behalf to sign, execute and file all amendments (including, without limitation, post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and any documents required to be filed with respect therewith, with the Commission or any regulatory authority, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey Yurcisin</u> Jeffrey Yurcisin	President and Chief Executive Officer (Principal Executive Officer); Director	March 20, 2024
<u>/s/ Sergio Cervantes</u> Sergio Cervantes	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 20, 2024
<u>/s/ Rayhan Arif</u> Rayhan Arif	Director	March 20, 2024
<u>/s/ Larry Cheng</u> Larry Cheng	Director	March 20, 2024
<u>/s/ Christopher Clark</u> Christopher Clark	Director	March 20, 2024
<u>/s/ Kevin Cleary</u> Kevin Cleary	Director	March 20, 2024
<u>/s/ David Glazer</u> David Glazer	Director	March 20, 2024
<u>/s/ Stuart Landesberg</u> Stuart Landesberg	Director	March 20, 2024
<u>/s/ Kristine Miller</u> Kristine Miller	Director	March 20, 2024
<u>/s/ John Repogle</u> John Repogle	Director	March 20, 2024
<u>/s/ Naytri Shroff Sramek</u> Naytri Shroff Sramek	Director	March 20, 2024

Calculation of Filing Fee Table

FORM S-8
(Form Type)

GROVE COLLABORATIVE HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity (2)	Class A common stock, \$0.0001 par value	Rule 457(c) and Rule 457(h)	1,895,394	\$1.78 (3)	\$3,373,801.32	.00014760	\$497.97
Equity (4)	Class A common stock, \$0.0001 par value	Rule 457(c) and Rule 457(h)	379,078	\$1.52(5)	\$576,198.56	.00014760	\$85.05
Total Offering Amounts					\$3,949,999.88		\$583.02
Total Fee Offsets							—
Net Fee Due							\$583.02

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional and indeterminate number of shares of Class A Common Stock, which may become issuable pursuant to the provisions of the Grove Collaborative Holdings, Inc. 2022 Equity and Incentive Plan (the "2022 Plan") and the Grove Collaborative Holdings, Inc. Employee Stock Purchase Plan (the "ESPP") relating to adjustments for changes resulting from a stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Class A Common Stock.
- (2) The number of shares of Class A Common Stock available for issuance under the 2022 Plan is subject to an automatic annual increase on the first day each calendar year, beginning with the calendar year ending December 31, 2023, and continuing until (and including) the calendar year ending December 31, 2032, with such annual increase equal to the lesser of (i) 5% of the number of shares of Class A Common Stock and Class B Common Stock issued and outstanding on December 31 of the immediately preceding fiscal year, and (ii) an amount determined by the Board of Directors of the Registrant (the "2022 Plan Evergreen Provision"). Accordingly, the number of shares of Class A Common Stock available for issuance under the 2022 Plan was automatically increased by 1,895,394 shares effective January 1, 2023, which is equal to 5% of the total number of shares of Class A Common Stock outstanding as of December 31, 2023. This Registration Statement registers the 1,895,394 additional shares of Class A Common Stock available for issuance under the 2022 Plan as of January 1, 2024 as a result of the 2022 Plan Evergreen Provision.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and based on the average of the high and low sale prices of the Class A Common Stock, as quoted on the New York Stock Exchange, on March 14, 2024.
- (4) The number of shares of Class A Common Stock available for issuance under the ESPP is subject to an automatic annual increase on the first day of each fiscal year, beginning with the fiscal year ending December 31, 2023, and continuing until (and including) the fiscal year ending December 31, 2032, with such annual increase equal to the lesser of (i) 3,274,070 shares of Class A Common Stock, (ii) 1% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding on December 31 of the immediately preceding fiscal year, and (iii) an amount determined by the Board of Directors of the Registrant (the "ESPP Evergreen Provision"). Accordingly, the number of shares of Class A Common Stock available for issuance under the ESPP was automatically increased by 379,078 shares effective January 1, 2024, which is equal to 1% of the total number of shares of Class A Common Stock outstanding as of December 31, 2023. This Registration Statement registers the 379,078 additional shares of Common Stock available for issuance under the ESPP as of January 1, 2024 as a result of the ESPP Evergreen Provision.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and based on 85% of the average of the high and low sale prices of the Class A Common Stock, as quoted on the New York Stock Exchange, on March 14, 2024. Pursuant to the ESPP, the purchase price of a share of Class A Common Stock is 85% of the fair market value of the Class A Common Stock.



SIDLEY AUSTIN LLP
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AMERICA ASIA PACIFIC EUROPE

March 20, 2024

Grove Collaborative Holdings, Inc.
1301 Sansome Street
San Francisco, CA 94111

Re: 2,274,472 shares of Class A Common Stock, \$0.0001 par value per share ("Class A Common Stock")

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Grove Collaborative Holdings, Inc., a Delaware public benefit corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of (i) 1,895,394 shares of Class A Common Stock of the Company which may be issued under the Grove Collaborative Holdings, Inc. 2022 Equity and Incentive Plan (the "2022 Plan") and (ii) 379,078 shares of Class A Common Stock of the Company which may be issued under the Grove Collaborative Holdings, Inc. Employee Stock Purchase Plan (together with the 2022 Plan, the "Plans," and the aggregate shares of Class A Common Stock to be registered under the Registration Statement, the "Registered Shares").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Certificate of Incorporation, the Company's Amended and Restated Bylaws, the Plans, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plans, and the proposals adopted by the stockholders of the Company relating to the Plans at the Special Meeting of Stockholders on June 14, 2022. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to each Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the applicable Plan; and (iii) a certificate representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against

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Grove Collaborative Holdings, Inc.
March 20, 2024
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payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any such Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the applicable Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

Sidley Austin LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Grove Collaborative Holdings, Inc. 2022 Equity and Incentive Plan and the Grove Collaborative Holdings, Inc. Employee Stock Purchase Plan of Grove Collaborative Holdings, Inc. of our report dated March 20, 2024, with respect to the consolidated financial statements of Grove Collaborative Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California
March 20, 2024