

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 23, 2024**

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

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40263**  
(Commission  
File Number)

**88-2840659**  
(IRS Employer  
Identification No.)

**1301 Sansome Street  
San Francisco, California**  
(Address of principal executive offices)

**94111**  
(Zip Code)

**(800) 231-8527**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Class A common stock, par value \$0.0001</b>	<b>GROV</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2024 annual meeting of stockholders of Grove Collaborative Holdings, Inc. (the "Company") held on May 23, 2024 (the "Annual Meeting"), the following proposals were submitted to the stockholders of the Company:

Proposal 1: The election of two Class II directors to hold office until the 2027 annual meeting of stockholders and until their successors are duly elected and qualified.

Proposal 2: The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ended December 31, 2024.

For more information about the foregoing proposals, see the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 5, 2023. Of the 94,261,313 votes represented by shares of the Company's common stock and Series A Preferred Stock entitled to vote at the Annual Meeting, shares representing 62,556,313 votes, or approximately 66% of the total voting power, were represented at the meeting in person or by proxy, constituting a quorum. The voting totals set forth below include votes cast by holders of Series A Preferred Stock, which had 473.9336 votes per share, Class A common stock, which had 1 vote per share, and Class B common stock, which had 10 votes per share. The number of votes cast for or against, as well as abstentions and broker non-votes, if applicable, in respect of each such matter is set forth below:

Proposal 1: Election of Directors.

The Company's stockholders elected the following nominees to serve as Class II directors until the 2027 annual meeting of stockholders. The votes regarding the election of directors were as follows:

<u>Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
John Replogle	53,150,664	2,826,407	6,579,242
Jeff Yurcisin	55,894,738	82,333	6,579,242

Proposal 2: Ratification of Appointment of Ernst & Young LLP.

The Company's stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024. The votes regarding this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
61,932,032	3,200	621,081

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GROVE COLLABORATIVE HOLDINGS, INC.**

By: /s/ Scott Giesler  
Name: Scott Giesler  
Title: General Counsel and Secretary

Date: May 29, 2024