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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): April 15, 2025**

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

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**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)

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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<br/>Symbol(s)</b> | <b>Name of each exchange<br/>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.

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On April 15, 2025, the Company filed a Certificate of Retirement with the Secretary of State of the State of Delaware to retire all shares of the Company’s Class B common stock, \$0.0001 par value per share (the “Class B Common Stock”). Effective as of 5 p.m., New York City Time, on February 14, 2025, all outstanding shares of Class B Common Stock were converted into shares of the Company’s Class A common stock, par value \$0.0001 per share (the “Conversion”). The Company’s Certificate of Incorporation, as amended (the “Certificate of Incorporation”), required that the Company file the Certificate of Retirement following the Conversion.

Effective upon the filing, the Certificate of Retirement amended the Certificate of Incorporation to reduce the total authorized number of shares of capital stock of the Company. The total number of authorized shares of the Company is now 700,000,000, consisting of 600,000,000 shares designated Class A Common Stock and 100,000,000 shares designated Preferred Stock, par value \$0.0001 per share. A copy of the Certificate of Retirement is attached as Exhibit 3.1 hereto, which is incorporated by reference into this Item 5.03.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | <u>Certificate of Retirement</u>                            |
| 104                | Cover Page Interactive Data File (formatted as Inline XBRL) |

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**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.**

Dated: April 18, 2025

By: /s/ Tom Siragusa  
Name: Tom Siragusa  
Title: Interim Chief Financial Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:15 PM 04/15/2025  
FILED 02:15 PM 04/15/2025  
SR 20251578570 - File Number 6860351

**CERTIFICATE OF RETIREMENT  
OF  
CLASS B COMMON STOCK  
OF  
GROVE COLLABORATIVE HOLDINGS, INC.**

Pursuant to Section 243(b)  
of the General Corporation Law  
of the State of Delaware

Grove Collaborative Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), HEREBY CERTIFIES as follows:

1. Effective as of 5:00 p.m., New York City time, on February 14, 2025 (the “**Effective Date**”), 3,913,149 shares of its Class B Common Stock, par value \$0.0001 per share (the “**Class B Common Stock**”) were converted into shares of its Class A Common Stock, par value \$0.0001 per share. Subsequent thereto, the Board of Directors of the Corporation resolved to retire and cancel all of the shares of Class B Common Stock so converted and authorized effective as of the Effective Date.

2. The Certificate of Incorporation of the Corporation (“**Certificate of Incorporation**”) provides that the reissuance of such shares of Class B Common Stock shall be prohibited, and such shares of Class B Common Stock will be retired and cancelled.

3. Accordingly, pursuant to the provisions of Section 243(b) of the General Corporation Law of the State of Delaware, upon the effective date of the filing of this Certificate of Retirement, the Certificate of Incorporation shall be amended so as to (i) cancel all 200,000,000 shares of authorized Class B Common Stock, including the 3,913,149 shares of Class B Common Stock so converted, (ii) reduce the total number of authorized shares of all classes of stock of the Corporation from 900,000,000 to 700,000,000, and (iii) reduce the total number of authorized shares of common stock of the Corporation from 800,000,000 to 600,000,000.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 14th day of April, 2025.

**GROVE COLLABORATIVE HOLDINGS, INC.**

By: /s/ Jeff Yurcisin \_\_\_\_\_  
Name: Jeff Yurcisin  
Title: Chief Executive Officer

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