

Prospectus Supplement No. 3  
(To Prospectus dated September 16, 2022)

**GROVE COLLABORATIVE HOLDINGS, INC.**

This prospectus supplement updates, amends and supplements the prospectus dated September 16, 2022 (the "Prospectus"), which forms a part of our Registration Statement on Form S-1, as amended (Registration No. 333-266205). Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the Prospectus.

This prospectus supplement is being filed to update, amend, and supplement the information included in the Prospectus with the information contained in our Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") on October 26, 2022, which is set forth below.

This prospectus supplement is not complete without the Prospectus. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement, and is qualified by reference thereto, except to the extent that the information in this prospectus supplement updates or supersedes the information contained in the Prospectus. Please keep this prospectus supplement with your Prospectus for future reference.

Our shares of Class A Common Stock are listed on The New York Stock Exchange under the symbol "GROV." On October 25, 2022, the closing sale price of our Class A Common Stock was \$1.50 per share.

We are an "emerging growth company" under federal securities laws and are subject to reduced public company reporting requirements. Investing in shares of our Class A Common Stock involves risks that are described in the "Risk Factors" section beginning on page 8 of the Prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under the Prospectus or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

**The date of this prospectus supplement is October 26, 2022**

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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): October 20, 2022**

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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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- 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Class A common stock, par value \$0.0001</b>	<b>GROV</b>	<b>New York Stock Exchange</b>
<b>Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share</b>	<b>GROV.WS</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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 20, 2022, the Board of Directors (the "Board") of Grove Collaborative Holdings, Inc. (the "Company") elected Kevin Cleary as a director, effective immediately. Mr. Cleary will serve as a Class II director whose term expires at the Company's 2024 Annual Meeting of Stockholders. Mr. Cleary was also appointed as a member of the Compensation Committee and the Sustainability, Nominating and Governance Committee of the Board.

The Board has determined that Mr. Cleary satisfies the definition of an "independent director" under the listing standards of the New York Stock Exchange.

Mr. Cleary is currently Principal, a role he has held since 2019, at Big Rock Growth Advisory LLC, an advisory services firm in the consumer packaged goods industry. Previously, he was the CEO of Clif Bar and Company, a healthy snack food company, from 2013 to 2018. Earlier in his career, he also served as the President, Chief Operating Officer and as the EVP Sales and Supply Chain at Clif Bar. Mr. Cleary holds an MBA from The Kellogg School of Management at Northwestern University and a BA from the University of California, Berkeley.

The Board has concluded that Mr. Cleary should serve on the Board due to his leadership expertise and his experience in the consumer packaged goods industry. The Board believes that Mr. Cleary's broad range of experience with the direct-to-consumer and retail sectors, as well as the other key leadership roles he has held at public and private companies, provide significant insight into the Company's industry, distribution channels and strategy.

Mr. Cleary will receive the standard compensation payable to non-employee directors of the Company.

There are no arrangements or understandings between Mr. Cleary and any other person pursuant to which Mr. Cleary was selected as a director of the Company. Neither Mr. Cleary nor any of his immediate family members have been a party to any transaction or currently proposed transaction with the Company that is reportable under Item 404(a) of Regulation S-K under the Exchange Act.

**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/ Stuart Landesberg  
Name: Stuart Landesberg  
Title: Chief Executive Officer

Date: October 26, 2022