

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

**SCHEDULE TO/A
(Amendment No. 1)**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

GROVE COLLABORATIVE HOLDINGS, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Options to Purchase Class A Common Stock, Par Value \$0.0001 Per Share
Options to Purchase Class B Common Stock, Par Value \$0.0001 Per Share**
(Title of Class of Securities)

**39957D102 (Class A Common Stock)
N/A (Class B Common Stock)**
(CUSIP Number of Class of Securities)

**Nathan J. Francis
Assistant Secretary
GROVE COLLABORATIVE HOLDINGS, INC.
1301 Sansome Street
San Francisco, California 94111
(800) 231-8527**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Filing Person)

Copies to:
**Martin A. Wellington
Sidley Austin LLP
1001 Page Mill Road Building 1
Palo Alto, CA 94304
Telephone: (650) 565-7100**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 1 to the Tender Offer Statement on Schedule TO (this "**Amendment**") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "**SEC**") on September 26, 2022 (the "**Schedule TO**"), by Grove Collaborative Holdings, Inc., a Delaware public benefit corporation (the "**Company**"), in connection with its offer to exchange eligible stock options for new restricted stock units pursuant to the Offer to Exchange Eligible Options for New Restricted Stock Units, dated September 26, 2022 (the "**Exchange Offer**").

This Amendment is being filed solely to amend "Item 4 – Terms of the Transaction" to reflect and report the final results of the Exchange Offer under the caption "Material Terms." Except as otherwise noted below, no changes have been made to the Schedule TO. This Amendment should be read in conjunction with the Schedule TO and the Exchange Offer. All capitalized terms used herein have the same meanings as given in the Exchange Offer.

Item 4. Terms of the Transaction.

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following information under the caption "Material Terms":

The Exchange Offer expired at 6:00 p.m., Pacific Time, on Friday, October 21, 2022. Pursuant to the Exchange Offer, 119 Eligible Holders elected to exchange Eligible Options, and the Company accepted for cancellation Eligible Options to purchase an aggregate of 2,897,408 shares of the Company's Class A common stock and 10,080,076 shares of the Company's Class B common stock, representing approximately 65% and 99% of the total shares of Class A common stock and Class B common stock, respectively, underlying the Eligible Options. Following the expiration of the Exchange Offer, on October 27, 2022, the Company granted New RSUs with respect to 9,582,252 shares of Class A common stock, pursuant to the terms of the Exchange Offer and the Company's 2022 Equity and Incentive Plan. The vesting terms of the New RSUs are described in detail in the Exchange Offer.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(A)	Offer to Exchange Eligible Options for New Restricted Stock Units, dated September 26, 2022
(a)(1)(B)	Form of Announcement Email to Eligible Holders
(a)(1)(C)	Election Form
(a)(1)(D)	Notice of Withdrawal of Election Form
(a)(1)(E)	Form of Email Confirming Receipt of Election Form
(a)(1)(F)	Form of Email Confirming Receipt of Notice of Withdrawal of Election Form
(a)(1)(G)	Form of Reminder Email to Eligible Holders Regarding the Expiration of the Exchange Offer
(a)(1)(H)	Form of Email to Eligible Holders Confirming Acceptance of Eligible Options
(a)(1)(I)	Form of Email Notice Regarding Rejection of Options for Exchange
(a)(1)(J)	Form of Expiration Notice Email
(a)(1)(K)	Form of Stock Option Grant Notice and Option Agreement under the Grove Collaborative, Inc. 2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.19 of the Company's Form 8-K (File No. 001-40263), filed with the Commission on June 23, 2022).
(a)(1)(L)	Form of Vested Option New Restricted Stock Unit Award Notice under Grove Collaborative Holdings, Inc. 2022 Equity and Incentive Plan
(a)(1)(M)	Form of Unvested Option New Restricted Stock Unit Award Notice under Grove Collaborative Holdings, Inc. 2022 Equity and Incentive Plan
(b)	Not applicable
(d)(1)	Grove Collaborative, Inc. 2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.18 to the Company's Current Report on Form 8-K filed with the Commission on June 23, 2022).
(d)(2)	Grove Collaborative Holdings, Inc. 2022 Equity and Incentive Plan (incorporated by reference to Annex I to the Company's Registration Statement on Form S-4/A (File No. 333-262200), filed with the Commission on May 13, 2022).
(g)	Not applicable
(h)	Not applicable

(b) *Filing Fee.*

[Filing Fee Exhibit.](#)

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

**GROVE COLLABORATIVE
HOLDINGS, INC.**

By: /s/ Stuart Landesberg
Stuart Landesberg
Chief Executive Officer

Dated: October 27, 2022

Table 1: Transaction Valuation

	Transaction Valuation ¹	Fee Rate	Amount of Filing Fee ²
Fees to Be Paid	—	0.0000927	—
Fees Previously Paid	\$46,818,497.88		\$4,340.07
Total Transaction Valuation	\$46,818,497.88		
Total Fees Due for Filing			\$4,340.07
Total Fees Previously Paid			\$4,340.07
Total Fee Offsets			—
Net Fee Due			—

- ¹ Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the transaction valuation assumes that all stock options to purchase shares of the issuer's Class A common stock and Class B common stock, as applicable, that may be eligible for exchange in the offer will be tendered pursuant to this offer. This calculation assumes stock options to purchase an aggregate of 4,583,180 shares of the issuer's Class A common stock and 11,180,624 shares of Class B common stock, having an aggregate value of \$46,818,498 as of September 23, 2022, calculated based on the closing price of the issuer's Class A common stock as reported on the NYSE on September 23, 2022, which was \$2.97 per share. This value does not include any value associated with any Grove Earnout Shares (as defined in the Schedule TO to which this exhibit is attached) associated with such stock options, as such Grove Earnout Shares have no value as of the date hereof. Grove Earnout Shares may not be tendered separately from the stock option awards with which they are associated. Following the Closing (as defined in the Schedule TO to which this exhibit is attached), certain holders of options exercisable for shares of Class B Common Stock elected to convert their options into options exercisable for the same number of shares of Class A Common Stock. The fee of \$4,340.07 was paid in connection with the filing of the Schedule TO-I by Grove Collaborative Holdings, Inc. (File No. 005-92414) on September 26, 2022. This is the final amendment to such Schedule TO and is being filed to report the results of the offer.
- ² The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$92.70 per \$1,000,000 of the aggregate amount of the Transaction Valuation (or 0.00927% of the aggregate Transaction Valuation). The Transaction Valuation set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.