

**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): June 5, 2023

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.0001	GROV	New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	GROV.WS	New York Stock Exchange

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

On June 5, 2023, Grove Collaborative Holdings, Inc. (the "Company") effected a 1-for-5 reverse stock split (the "Reverse Stock Split") of its Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), and Class B common stock, par value \$0.0001 per share ("Class B Common Stock," and together with the Class A Common Stock, "Common Stock"). As previously disclosed, at its annual meeting of stockholders held on May 24, 2023 (the "Annual Meeting"), the stockholders of the Company approved a proposal to authorize the Company's Board of Directors (the "Board") to amend the Company's Certificate of Incorporation to effect a reverse stock split of all of the outstanding Common Stock, at any time prior to the 2024 annual meeting of stockholders, at a ratio of not less than 1-for-5 and not more than 1-for-25, as determined by the Board in its discretion. On May 24, 2023, the Board approved the Reverse Stock Split at a ratio of 1-for-5. On June 5, 2023, the Company filed with the Secretary of State of the State of Delaware a certificate of amendment (the "Certificate of Amendment") to amend the Company's Certificate of Incorporation to effect the Reverse Stock Split as of 5:00 p.m., Eastern Time on June 5, 2023 (the "Effective Time").

Trading of Class A Common Stock on the New York Stock Exchange is expected to commence on a split-adjusted basis on June 6, 2023 under the existing trading symbol "GROV." The new CUSIP number for the Class A Common Stock following the Reverse Stock Split is 39957D201. The Company's warrants will continue to be traded under the Symbol "GROV.WS" and the CUSIP number for the Company's warrants will remain unchanged.

At the Effective Time, every five issued and outstanding shares of Common Stock will be converted into one share of Common Stock. Once effective, the reverse stock split will reduce the number of shares of Class A Common Stock issued and outstanding from approximately 132 million to approximately 26 million, and the number of shares of Class B Common Stock issued and outstanding from approximately 49 million to approximately 10 million. No fractional shares will be issued in connection with the reverse stock split.

Stockholders who otherwise would be entitled to receive fractional shares will instead receive a cash payment (without interest) equal to the fractional share of post-reverse split Common Stock to which such stockholder would otherwise be entitled multiplied by the average of the closing sales prices of a share of Class A Common Stock (as adjusted to give effect to the reverse stock split) on the NYSE during regular trading hours for each of the five consecutive trading days immediately preceding the date of the Effective Time.

All outstanding public warrants to purchase Class A Common Stock will be proportionately adjusted as a result of the reverse stock split in accordance with the terms of the warrants, such that every five shares of Class A Common Stock that may be purchased pursuant to the public warrants immediately prior to the reverse stock split now represent one share of Class A Common Stock that may be purchased pursuant to such warrants immediately following the reverse stock split. Correspondingly, the exercise price per share of Class A Common Stock attributable to such warrants immediately prior to the reverse stock split has been proportionately increased, such that the exercise price per share of Class A Common Stock attributable to such warrants immediately following the reverse stock split is \$57.50, which equals the product of five multiplied by \$11.50, the exercise price per share immediately prior to the reverse stock split. The number of shares of Class A Common Stock subject to the public warrants will be decreased by five times, to an aggregate of 1,610,000 shares. Proportionate adjustments will be made to the exercise prices, grant prices or purchase prices and the number of shares underlying the Company's outstanding equity awards, as applicable, and private warrants exercisable for shares of Common Stock, as well as to the number of shares issuable under the Company's equity incentive plans, as determined by the Compensation Committee of the Company's Board of Directors and/or in accordance with the terms of certain existing agreements, as applicable.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to Certificate of Incorporation of Grove Collaborative Holdings, Inc.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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/ Nathan Francis
Name: Nathan Francis
Title: General Counsel and Corporate Secretary

Date: June 5, 2023

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
GROVE COLLABORATIVE HOLDINGS, INC.
(A PUBLIC BENEFIT CORPORATION)**

Grove Collaborative Holdings, Inc. (the “*Corporation*”), a public benefit corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the “*DGCL*”) does hereby certify as follows:

1. The name of the Corporation is Grove Collaborative Holdings, Inc. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on June 15, 2022 (the “*Certificate of Incorporation*”).
2. The Board of Directors of the Corporation (the “*Board*”), acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions amending the Certificate of Incorporation to add the following new paragraph at the end of Section 4.1 of Article IV:

Effective as of the effective time of 5:00 p.m., Eastern Time, on June 5, 2023, (the “*Effective Time*”), (a) each five (5) shares of the Corporation’s Class A Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the Corporation or the respective holders thereof, be combined into one (1) share of Class A Common Stock without increasing or decreasing the par value of each share of Class A Common Stock, and (b) each five (5) shares of the Corporation’s Class B Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the Corporation or the respective holders thereof, be combined into one (1) share of Class B Common Stock without increasing or decreasing the par value of each share of Class B Common Stock (the “*Reverse Split*”); provided, however, no fractional shares of Common Stock shall be issued as a result of the Reverse Split and, in lieu thereof, upon receipt after the Effective Time by the exchange agent selected by the Corporation of a properly completed and duly executed transmittal letter and, where shares are held in certificated form, the surrender of the stock certificate(s) formerly representing shares of pre-Reverse Split Common Stock, any stockholder who would otherwise be entitled to a fractional share of post-Reverse Split Common Stock as a result of the Reverse Split, following the Effective Time (after taking into account all fractional shares of post-Reverse Split Common Stock otherwise issuable to such stockholder), shall be entitled to receive a cash payment (without interest) equal to the fractional share of post-Reverse Split Common Stock to which such stockholder would otherwise be entitled multiplied by the average of the closing sales prices of a share of the Corporation’s Class A Common Stock (as adjusted to give effect to the Reverse Split) on The New York Stock Exchange during regular trading hours for each of the five (5) consecutive trading days immediately preceding the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware. Each stock certificate that, immediately prior to the Effective Time, represented shares of pre-Reverse Split Common Stock shall, from and after the Effective Time, automatically and without any action on

the part of the Corporation or the respective holders thereof, represent that number of whole shares of post-Reverse Split Common Stock into which the shares of pre-Reverse Split Common Stock represented by such certificate shall have been combined (as well as the right to receive cash in lieu of any fractional shares of post-Reverse Split Common Stock as set forth above); provided, however, that each holder of record of a certificate that represented shares of pre-Reverse Split Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of post-Reverse Split Common Stock into which the shares of pre-Reverse Split Common Stock represented by such certificate shall have been combined pursuant to the Reverse Split, as well as any cash in lieu of fractional shares of post-Reverse Split Common Stock to which such holder may be entitled as set forth above. The Reverse Split shall be effected on a record holder-by-record holder basis, such that any fractional shares of post-Reverse Split Common Stock resulting from the Reverse Split and held by a single record holder shall be aggregated.

3. The foregoing amendment to the Certificate of Incorporation was duly approved by the Board.
4. Thereafter, pursuant to a resolution of the Board, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the DGCL.
5. This amendment to the Certificate of Incorporation shall be effective on and as of as of the effective time of 5:00 p.m., Eastern Time, on June 5, 2023.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of the Corporation on this 5th day June, 2023.

GROVE COLLABORATIVE HOLDINGS, INC.

By: /s/ Stuart Landesberg
Name: Stuart Landesberg
Title: Chief Executive Officer and President