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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Landesberg Stuart</u> (Last) (First) (Middle) <u>C/O GROVE COLLABORATIVE HOLDINGS, INC.</u> <u>1301 SANSOME STREET</u> (Street) <u>SAN FRANCISCO CA 94111</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Grove Collaborative Holdings, Inc. [GROV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/14/2025		M		12,593 ⁽¹⁾⁽²⁾	A	(3)	136,151	I	See footnote ⁽⁴⁾
Class A Common Stock	02/14/2025		M		79,836 ⁽¹⁾⁽²⁾	A	(3)	1,663,283 ⁽⁵⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class B Common Stock ⁽³⁾	(3)	02/14/2025		M		79,836 ⁽⁶⁾⁽⁷⁾		(3)	(1)(2)	Class A Common Stock	\$0	0	D	
Class B Common Stock ⁽³⁾	(3)	02/14/2025		M		12,593 ⁽⁶⁾⁽⁸⁾		(3)	(1)(2)	Class A Common Stock	\$0	0	I	See footnote ⁽⁴⁾

Explanation of Responses:

- This amount consists entirely of Class A Earnout Shares, which are subject to the following Milestones: The "Milestones" are defined in the Merger Agreement as follows: (i) 50% of the Earnout Shares automatically vest if the daily volume weighted average price ("VWAP") of the shares of Class A Common Stock is greater than or equal to \$62.50 per share for any 20 trading days within any 30-trading-day period; and (ii) 50% of the Earnout Shares automatically vest if the daily VWAP of the shares of Class A Common Stock is greater than or equal to \$75.00 per share for any 20 trading days within any 30-trading-day period, each subject to certain change-of-control provisions. (to be continued)
- (continued) In addition, any Earnout Shares issued in exchange for Grove RSUs or options are subject to the same vesting terms as the underlying RSUs and options and, if the underlying RSU or option is forfeited, the corresponding Earnout Shares will also be forfeited and distributed to the other holder of Grove securities as if immediately prior to the closing of the Business Combination on a pro rata basis.
- These shares of Class B common stock converted into shares of Class A common stock on a 1-for-1 basis as a result of an automatic conversion trigger event. They remain subject to the price conditions as outlined in footnote 1.
- These securities are directly held by The Landesberg Living Trust, dated October 15, 2021, for which the Reporting Person and his spouse serve as co-trustees.
- The balance is the reporting person's current balance as of 06/02/2026.
- Figures reflect a 1-for-5 reverse stock split effected by the Issuer after market close on June 5, 2023.
- This amount reflects an additional 745 Class B Shares that the Reporting Person received in connection with the redistribution of forfeited Class B Shares, pursuant to the terms of the Merger Agreement, to other holders of Class B Shares on a pro rata basis based upon the allocation of Class B Shares as of the closing of the Business Combination. Such pro rata redistribution of Class B Shares is exempt from Section 16 pursuant to Rule 16a-9 under the Securities Exchange Act of 1934.
- This amount reflects an additional 117 Class B Shares that the Reporting Person received in connection with the redistribution of forfeited Class B Shares, pursuant to the terms of the Merger Agreement, to other holders of Class B Shares on a pro rata basis based upon the allocation of Class B Shares as of the closing of the Business Combination. Such pro rata redistribution of Class B Shares is exempt from Section 16 pursuant to Rule 16a-9 under the Securities Exchange Act of 1934.

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.