

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * Sculptor Capital Management, Inc. | | | 2. Issuer Name and Ticker or Trading Symbol Grove Collaborative Holdings, Inc. [GROV] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___X 10% Owner ___ Officer (give title below) ___ Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/07/2022 | | | | | |
| 9 WEST 57TH STREET, (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person ___X Form filed by More than One Reporting Person | | |
| NEW YORK, NY 10019 (City) (State) (Zip) | | | 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 | 07/07/2022 | | S | | 5,302 | D | \$ 6.86 | 418,410 | I | By Sculptor Master Fund, Ltd. (1) |
| Class A Common Stock | 07/07/2022 | | S | | 698 | D | \$ 6.86 | 62,985 | I | By Sculptor Enhanced Master Fund, Ltd. (2) |

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

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sculptor Capital Management, Inc. 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | |

| | | | | |
|---|--|---|--|--|
| Sculptor Enhanced Master Fund, Ltd. 1 NEXUS WAY, SUITE #5203, PO BOX 896, HELICONA COURTYARD GRAND CAYMAN, E9 KY1-1103 | | X | | |
| Sculptor Master Fund, Ltd. 1 NEXUS WAY, SUITE #5203, PO BOX 896, HELICONA COURTYARD GRAND CAYMAN, E9 KY1-1103 | | X | | |
| Sculptor Capital LP 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | |
| Sculptor Capital Holding Corp 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | |

Signatures

| | | |
|---|--|------------|
| SCULPTOR CAPITAL MANAGEMENT, INC, /s/ Wayne Cohen, President and Chief Operating Officer | | 07/08/2022 |
| **Signature of Reporting Person | | Date |
| SCULPTOR ENHANCED MASTER FUND, LTD., By: Sculptor Capital LP, its Investment Manager, By: Sculptor Capital Holding Corporation, its General Partner, /s/ Wayne Cohen, President and Chief Operating Officer | | 07/08/2022 |
| **Signature of Reporting Person | | Date |
| SCULPTOR MASTER FUND, LTD., By: Sculptor Capital LP, its investment manager, By: Sculptor Capital Holding Corporation, its General Partner, /s/ Wayne Cohen, President and Chief Operating Officer | | 07/08/2022 |
| **Signature of Reporting Person | | Date |
| SCULPTOR CAPITAL LP, By: Sculptor Capital Holding Corporation, its General Partner, /s/ Wayne Cohen, President and Chief Operating Officer | | 07/08/2022 |
| **Signature of Reporting Person | | Date |
| SCULPTOR CAPITAL HOLDING CORPORATION, /s/ Wayne Cohen, President and Chief Operating Officer | | 07/08/2022 |
| **Signature of Reporting Person | | Date |

Explanation of Responses:

* 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).

Sculptor Capital LP is the investment adviser to Sculptor Master Fund, Ltd. Sculptor Capital Holding Corporation serves as the sole general partner of Sculptor Capital LP. Sculptor Capital Management, Inc. is a holding company that is the sole shareholder of Sculptor Capital Holding Corporation. As a result, each of the foregoing entities may (1) be deemed to share beneficial ownership of the securities held of record by Sculptor Master Fund LP. Each of the foregoing entities disclaims beneficial ownership of the shares held by Sculptor Master Fund LP except to the extent of its pecuniary interest therein and the inclusion of such shares in this report shall not be an admission of beneficial ownership for purposes of Section 16 or any other purpose.

Sculptor Capital LP is the investment adviser to Sculptor Enhanced Master Fund Ltd. Sculptor Capital Holding Corporation serves as the sole general partner of Sculptor Capital LP. Sculptor Capital Management, Inc. is a holding company that is the sole shareholder of Sculptor Capital Holding Corporation. As a result, each of the foregoing (2) entities may be deemed to share beneficial ownership of the securities held of record by Sculptor Enhanced Master Fund Ltd. Each of the foregoing entities disclaims beneficial ownership of the shares held by Sculptor Enhanced Master Fund Ltd. except to the extent of its pecuniary interest therein and the inclusion of such shares in this report shall not be an admission of beneficial ownership for purposes of Section 16 or any other purpose.

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

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