

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

**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).

1. Name and Address of Reporting Person * <u>Sculptor Capital Management, Inc.</u>  (Last) (First) (Middle) <u>9 WEST 57TH STREET</u>  (Street) <u>NEW YORK NY 10019</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/21/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
	(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	09/21/2022		S		55,636	D	\$3.77	205,488	I	By Sculptor Master Fund, Ltd. <sup>(1)</sup>
Class A Common Stock	09/21/2022		S		8,708	D	\$3.77	32,163	I	By Sculptor Enhanced Master Fund, Ltd. <sup>(2)</sup>
Class A Common Stock	09/22/2022		S		55,636	D	\$3.77	205,488	I	By Sculptor Master Fund, Ltd. <sup>(1)</sup>
Class A Common Stock	09/22/2022		S		8,708	D	\$3.77	32,163	I	By Sculptor Enhanced Master Fund, Ltd. <sup>(2)</sup>

**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					

1. Name and Address of Reporting Person * <u>Sculptor Capital Management, Inc.</u>  (Last) (First) (Middle) <u>9 WEST 57TH STREET</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person *		
<a href="#">Sculptor Enhanced Master Fund, Ltd.</a>		
(Last)	(First)	(Middle)
1 NEXUS WAY, SUITE #5203, PO BOX 896, HELICONA COURTYARD		
(Street)		
GRAND CAYMAN	E9	KY1-1103
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *		
<a href="#">Sculptor Master Fund, Ltd.</a>		
(Last)	(First)	(Middle)
1 NEXUS WAY, SUITE #5203, PO BOX 896, HELICONA COURTYARD		
(Street)		
GRAND CAYMAN	E9	KY1-1103
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *		
<a href="#">Sculptor Capital LP</a>		
(Last)	(First)	(Middle)
9 WEST 57TH STREET		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *		
<a href="#">Sculptor Capital Holding Corp</a>		
(Last)	(First)	(Middle)
9 WEST 57TH STREET		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

**Explanation of Responses:**

1. 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 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.
2. 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 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.

**Remarks:**

[SCULPTOR CAPITAL  
MANAGEMENT, INC. /s/ Wayne Cohen, President and Chief  
Operating Officer](#) [09/23/2022](#)  
[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](#) [09/23/2022](#)

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 09/23/2022

SCULPTOR CAPITAL LP, /s/ Wayne Cohen, President and Chief Operating Officer, By: Sculptor Capital Holding Corporation, its General Partner, /s/ Wayne Cohen, President and Chief Operating Officer 09/23/2022

SCULPTOR CAPITAL HOLDING CORPORATION, /s/ Wayne Cohen, President and Chief Operating Officer 09/23/2022

\*\* 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.**