(City)

(State)

(Zip)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

may continue. S	ee instruction	1(b).		F							ies Exchange mpany Act of		f 1934							
gg.					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						
(Last) (First) (Middle) 9 WEST 57TH STREET				11/	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2022								6 Inc	Officer (give title Other (specify below) below)				")		
(Street) NEW YORK	NY	10	10019				I. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person					
(City)	(State)	(Zi	p)																	
		Та	ble I - N	on-Dei	rivati	ve S	Securiti	es Acc	quired,	Dis	posed of,	or B	Benef	icially O	wned					
Dat		Date	Transaction ate Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)				
									Code	v	Amount	(A (D) or)	Price	(Instr. 3 and				· ,	
Class A Common Stock		11/1	7/2022				S		21,100		D	\$1.04(2)	8,999,768		I		By SCM GC Investments Limited ⁽¹⁾			
Class A Common Stock		11/2	1/2022				S		9,400		D	\$ 0.84 ⁽³⁾	84 ⁽³⁾ 8,990,			I	By SCM GC Investments Limited ⁽¹⁾			
			Table II -								osed of, o				ned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,	Oate, Transaction Code (Instr				Expiration E (Month/Day/		Date	7. Title and Amou Securities Under Derivative Securi (Instr. 3 and 4)		nderlying ecurity	8. Price of Derivative Security (Instr. 5)		ive Owies For Direction or I	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
							(A)	(D)	Date Exerci	sable	Expiration Date	Title		Amount or Number of Shares	mber (Inst		action(s)			
1. Name and Addr		ing Person*																		
	pitai iviai	agement, me	•																	
(Last) 9 WEST 57TH	(Fire	st)	(Middle)																
(Street) NEW YORK	NY		10019																	
(City)	(State) (Zip)																			
1. Name and Addr Sculptor Ma																				
(Last) 1 NEXUS WA PO BOX 896, 1			(Middle)																
(Street) GRAND CAY	MAN E9		KY1-1	1103																

(Last) P.O. BOX 2510 69 I	(First)	(Middle)
1.0. BOX 2510 07 1	DR. ROT S DRIVE	
(Street) GRAND CAYMAN	I E9	KY1-1104
(City)	(State)	(Zip)
1. Name and Address of		
Sculptor Capital	<u>LP</u>	
(Last)	(First)	(Middle)
9 WEST 57TH STR	EET	
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Address of	Reporting Person *	
Sculptor Capital	Holding Corp	
(Last)	(First)	(Middle)
9 WEST 57TH STR	EET	
(Street)		
NEW YORK	NY	10019

Explanation of Responses:

- 1. SCM GC Investments Limited is wholly-owned by Sculptor Master Fund Ltd. 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, the Sculptor Master Fund Ltd may be deemed to share beneficial ownership of the securities held of record by SCM GC Investments Limited. Sculptor Master Fund Ltd disclaims beneficial ownership of the shares held by SCM GC Investments Limited 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. The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions ranging from \$1.00 to \$1.05, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- 3. The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions ranging from \$0.084 to \$0.85, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

Remarks:

SCULPTOR CAPITAL MANAGEMENT, INC, /s/ Wayne Cohen, President and Chief Operating Officer	11/22/2022
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	11/22/2022
SCM GC INVESTMENTS LIMITED, /s/ Wayne Cohen, President and Chief Operating Officer	11/22/2022
SCULPTOR CAPITAL LP, By: Sculptor Capital Holding Corporation, its General Partner, /s/ Wayne Cohen, President and Chief Operating Officer	11/22/2022
SCULPTOR CAPITAL HOLDING CORPORATION, /s/ Wayne Cohen, President and Chief Operating Officer This is a partial	11/22/2022
** Signature of Reporting Person	Date

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

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

 $^{^{\}star}$ 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).