

OMB APPROVAL	
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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).

1. Name and Address of Reporting Person * <u>Sculptor Capital Management, Inc.</u>  (Last) (First) (Middle) 9 WEST 57TH STREET  (Street) NEW YORK NY 10019  (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) 11/30/2022	
	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	11/28/2022		S		42,482	D	\$0.7 <sup>(2)</sup>	8,904,186	I	By SCM GC Investments Limited <sup>(1)</sup>
Class A Common Stock	11/29/2022		S		7,700	D	\$0.68 <sup>(3)</sup>	8,896,486	I	By SCM GC Investments Limited <sup>(1)</sup>
Class A Common Stock	11/30/2022		S		20,000	D	\$0.64 <sup>(4)</sup>	8,876,486	I	By SCM GC Investments Limited <sup>(1)</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 \*  
Sculptor Capital Management, Inc.  
 (Last) (First) (Middle)  
 9 WEST 57TH STREET  
 (Street)  
 NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*  
Sculptor Master Fund, Ltd.  
 (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="#">SCM GC Investments Ltd</a>		
(Last)	(First)	(Middle)
P.O. BOX 2510 69 DR. ROY'S DRIVE		
(Street)		
GRAND CAYMAN	E9	KY1-1104
(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. 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 \$0.69 to \$0.71, 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 \$0.66 to \$0.71, 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.
4. The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions ranging from \$0.66 to \$0.67, 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](#) 12/01/2022

[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](#) 12/01/2022

[SCM GC INVESTMENTS LIMITED /s/ Wayne Cohen, President and Chief Operating Officer](#) 12/01/2022

[SCULPTOR CAPITAL LP By: Sculptor Capital Holding Corporation, its General Partner /s/ Wayne Cohen, President and Chief Operating Officer](#) 12/01/2022

[SCULPTOR CAPITAL HOLDING CORPORATION /s/ Wayne Cohen, President and Chief Operating Officer](#) 12/01/2022

\*\* 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.