(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

·		.,		ı							ties Exchange mpany Act of								
gg.					Issuer Name and Ticker or Trading Symbol Grove Collaborative Holdings, Inc. [GROV]									S. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					
(Last) (First) (Middle) 9 WEST 57TH STREET					3. Date of Earliest Transaction (Month/Day/Year) 12/05/2022									Officer (give title Other (specify below) below)				(specify	
(Street)				4. If	4. 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					
NEW YORK	NY	10	019																3
(City)	(State)	(Zi			<u> </u>														
		l a	ible I - No			/e &				, Dis	posed of,				1				7 Notes of
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea		Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Ac Disposed Of (D)		(D) (Instr. 3, 4 and 5)		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		
									Code	v	Amount		A) or D)	Price	(Instr. 3 and				(Instr. 4)
Class A Common Stock				12/0	2/05/2022				S		25,000		D	\$0.56(2)	8,803,986		I		By SCM GC Investments Limited ⁽¹⁾
Class A Common Stock 12				12/0	6/2022				S 2		20,000		D	\$0.54(3)	8,783,9	8,783,986		Ι	By SCM GC Investments Limited ⁽¹⁾
			Table II -								osed of, o				ned				
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. Transactio Code (Instr				6. Date Exer Expiration D (Month/Day/		Date	7. Title and Amou Securities Underl Derivative Securit (Instr. 3 and 4)		nderlying ecurity	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned Followi Report	ive ies cially ing	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title		Amount or Number of Share	5	Transa (Instr. 4	ction(s)		
1. Name and Addre		•																	
<u>Sculptor Cap</u>	ntai iviai	agement, me	•																
(Last) 9 WEST 57TH	(Firs	st)	(Middle)															
(Street) NEW YORK	NY	-	10019																
(City)	(Sta	ite)	(Zip)																
1. Name and Address Sculptor Mas																			
	ast) (First) (Middle NEXUS WAY, SUITE #5203, O BOX 896, HELICONA COURTYARD)																
(Street) GRAND CAYN	MAN E9		KY1-1	103															

(Street) GRAND CAYMAN	N E9	KY1-1104
(City)	(State)	(Zip)
1. Name and Address of Sculptor Capital		
(Last) 9 WEST 57TH STR	(First)	(Middle)
(Street) NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Address of Sculptor Capital		
(Last) 9 WEST 57TH STR	(First)	(Middle)
(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 \$0.55 to \$0.59, 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 \$0.51 to \$0.56, 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	12/07/2022
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	12/07/2022
SCM GC INVESTMENTS LIMITED /s/ Wayne Cohen, President and Chief Operating Officer	12/07/2022
SCULPTOR CAPITAL LP By: Sculptor Capital Holding Corporation, its General Partner /s/ Wayne Cohen, President and Chief Operating Officer	12/07/2022
SCULPTOR CAPITAL HOLDING CORPORATION /s/ Wayne Cohen, President and Chief Operating Officer	12/07/2022
** 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).