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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Cheng Lawrence</u> _____ (Last) (First) (Middle) <u>C/O GROVE COLLABORATIVE HOLDINGS, INC.</u> <u>1301 SANSOME STREET</u> _____ (Street) <u>SAN FRANCISCO CA 94111</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/11/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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						Title
Series A Convertible Preferred Stock	\$2.11 <sup>(1)(2)(3)</sup>	08/11/2023		P		10,000		08/11/2023	(4)	Class A Common Stock	4,739,336 <sup>(2)(3)</sup>	\$1,000 <sup>(1)</sup>	10,000	I	See footnote <sup>(5)</sup>
Warrant (Right to Acquire)	\$6.33 <sup>(1)</sup>	08/11/2023		P		1,579,778		02/11/2024	08/11/2026 <sup>(6)</sup>	Class A Common Stock	1,579,778	(1)	1,579,778	I	See footnote <sup>(5)</sup>
Warrant (Right to Acquire)	\$0.01 <sup>(1)</sup>	08/11/2023		P		20,905		02/11/2024	08/11/2026 <sup>(6)</sup>	Class A Common Stock	20,905	(1)	20,905	I	See footnote <sup>(5)</sup>

**Explanation of Responses:**

- On August 11, 2023, the Issuer entered into a subscription agreement with Volition Capital Fund IV, L.P. ("Volition Fund IV"), pursuant to which Volition Fund IV paid an aggregate \$10.0 million in exchange for 10,000 shares of the Issuer's Series A Convertible Preferred Stock ("Series A Preferred Stock") and also received a warrant to purchase 1,579,778 shares of Class A Common Stock at an exercise price of \$6.33 per share and a separate warrant to purchase 20,905 shares of Class A Common Stock at an exercise price of \$0.01 per share.
- Each share of Series A Preferred Stock shall be convertible into such number of shares of Class A Common Stock equal to the sum of (i) the amount determined by dividing (x) the Series A Original Issue Price (as such term is defined in the Certificate of Designation of Series A Convertible Preferred Stock of the Issuer (the "Certificate"), attached as Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed on August 14, 2023; initially \$1,000) plus any declared but unpaid dividends to which such share of Series A Preferred Stock is then entitled by (y) the then-effective Conversion Price (as such term is defined in the Certificate; initially \$2.11) and (ii) the Subsequent Issuance Share Adjustment (as such term is defined in the Certificate); (continued in footnote 3)
- (continued from footnote 2) provided, however, that no conversion of shares of Series A Preferred Stock into Class A Common Stock shall exceed the Change of Control Cap (as such term is defined in the Certificate) and the Exchange Cap (as such term is defined in the Certificate). Accordingly, this amount is subject to change.
- These shares of Series A Preferred Stock have no expiration date. These shares of Series A Preferred Stock are subject to mandatory conversion at the Issuer's sole discretion upon the occurrence of certain events specified in the Certificate. In addition, following August 11, 2030, the Issuer can redeem for cash all shares of Series A Preferred Stock at an amount equal to the original purchase price plus any accrued but unpaid dividends as of the redemption date and time.
- These securities are directly held by Volition Fund IV. Volition Capital Advisors IV, LLC ("Volition Capital Advisors IV") is the general partner of Volition Fund IV. The managing members of Volition Capital Advisors IV are Lawrence Cheng, a member of the Issuer's board of directors, Sean Cantwell and Roger Hurwitz (collectively, the "Managing Members"). The Managing Members may be deemed to share voting, investment and dispositive power with respect to such securities. Volition Capital Advisors IV and each of the Managing Members disclaim beneficial ownership of the securities reported herein except to the extent of their respective pecuniary interest therein, if any, and this report shall not be deemed an admission that any of them is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- These warrants expire on the earlier of (i) August 11, 2026 and (ii) immediately following the consummation of a Liquidation Transaction (as such term is defined in the Subscription Agreement, attached as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed on August 14, 2023) in which the Issuer's stockholders receive cash or freely tradable securities.

/s/ Barbara Wallace, Attorney-in-Fact for Lawrence Cheng 08/15/2023

\*\* 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.

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