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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>Virgin Group Acquisition Sponsor II LLC</u> (Last) (First) (Middle) <u>C/O VIRGIN MANAGEMENT USA, INC.,</u> <u>65 BLEECKER STREET, 6TH FLOOR</u> (Street) <u>NEW YORK NY 10012</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>03/08/2024</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		

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			
Class A Common Stock	03/08/2024		D ⁽¹⁾⁽²⁾		845,180	D	\$0	3,688,661	I	See Footnotes ⁽⁵⁾⁽⁶⁾
Class A Common Stock	03/08/2024		A ⁽¹⁾⁽³⁾		236,526	A	\$0	3,925,187 ⁽¹⁾⁽³⁾⁽⁴⁾	I	See Footnotes ⁽⁵⁾⁽⁶⁾

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	Amount or Number of Shares				
Warrants	\$57.5	03/08/2024		D ⁽¹⁾			1,300,412 ⁽¹⁾⁽⁷⁾	07/16/2022	06/16/2027	Class A Common Stock	1,300,412	(1)(7)	0	I	See footnote ⁽⁵⁾⁽⁶⁾
Warrants	\$57.5	03/08/2024		A ⁽¹⁾		1,077,195 ⁽¹⁾⁽⁸⁾		07/16/2022	06/16/2027	Class A Common Stock	1,077,195	(1)(8)	1,077,195 ⁽⁹⁾	I	See footnote ⁽⁵⁾⁽⁶⁾

1. Name and Address of Reporting Person * <u>Virgin Group Acquisition Sponsor II LLC</u> (Last) (First) (Middle) <u>C/O VIRGIN MANAGEMENT USA, INC.,</u> <u>65 BLEECKER STREET, 6TH FLOOR</u> (Street) <u>NEW YORK NY 10012</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person *		
Corvina Holdings LTD		
(Last)	(First)	(Middle)
CRAIGMUIR CHAMBERS		
(Street)		
ROAD TOWN	D8	VG1110
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Virgin Group Holdings LTD		
(Last)	(First)	(Middle)
CRAIGMUIR CHAMBERS		
(Street)		
ROAD TOWN	D8	VG1110
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Branson Sir Richard		
(Last)	(First)	(Middle)
BRANSON VILLA NECKER BEACH ESTATE		
(Street)		
NECKER ISLAND	D8	VG1150
(City)	(State)	(Zip)

Explanation of Responses:

- On March 8, 2024, Virgin Group Acquisition Sponsor II LLC ("Sponsor") distributed to its members, including to Corvina Holdings Limited ("Corvina"), shares of Class A Common Stock, par value \$0.0001 per share (the "Shares"), in Grove Collaborative Holdings, Inc. ("Issuer") and private placement warrants exercisable for Shares ("Warrants").
- Reflects the distribution of Shares to members of Sponsor.
- Reflects the acquisition of Shares by Corvina in connection with the distribution described in footnotes 1 and 2 above.
- Consists of (i) 1,149,320 Shares owned of record by Sponsor and (ii) 2,775,867 Shares owned of record by Corvina.
- Corvina is the sole managing member and manager of Sponsor and holds an economic interest therein. Corvina is wholly owned by Virgin Group Holdings LTD ("VGHL"). BFT (PTC) Limited ("PTC"), in its capacity as trustee of trusts for the benefit of members of Sir Richard Branson's family and related philanthropic causes, is the sole holder of voting shares of VGHL. Under the terms of the trusts, BFT CLG (PTC) Limited has certain consent rights with respect to the exercise by PTC of its control over VGHL.
- As a result, each of the foregoing entities may be deemed to share beneficial ownership of the shares held by Sponsor and Corvina. Sir Richard Branson indirectly has the ability to control the appointment and removal of the management of VGHL and, as such, he may be deemed to indirectly control the decisions of VGHL, regarding the voting and disposition of securities held by VGHL. Therefore, Sir Richard Branson may be deemed to have indirect beneficial ownership of the shares held by Sponsor and Corvina.
- Reflects the distribution of Warrants to members of Sponsor.
- Reflects the acquisition of Warrants by Corvina in connection with the distribution described in footnotes 1 and 7 above.
- Consists of 1,077,195 shares of Class A Common Stock underlying 5,385,977 warrants owned of record by Corvina.

[/s/ Harold Brunink, as attorney-in-fact](#) 03/12/2024

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** 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.