

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Volition Capital Advisors IV, LLC</u> (Last) (First) (Middle) C/O VOLITION CAPITAL ADVISORS 177 HUNTINGTON AVENUE, 16TH FLOOR (Street) BOSTON MA 02115 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2023	3. Issuer Name and Ticker or Trading Symbol <u>Grove Collaborative Holdings, Inc. [GROV]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Series A Convertible Preferred Stock ⁽¹⁾⁽²⁾⁽³⁾	08/11/2023	(4)	Class A Common Stock	4,739,336 ⁽²⁾⁽³⁾	2.11	I	See footnote ⁽⁵⁾
Warrant (Right to Acquire) ⁽¹⁾	02/11/2024	08/11/2026 ⁽⁶⁾	Class A Common Stock	1,579,778	6.33	I	See footnote ⁽⁵⁾
Warrant (Right to Acquire) ⁽¹⁾	02/11/2024	08/11/2026 ⁽⁶⁾	Class A Common Stock	20,905	0.01	I	See footnote ⁽⁵⁾

1. Name and Address of Reporting Person * <u>Volition Capital Advisors IV, LLC</u> (Last) (First) (Middle) C/O VOLITION CAPITAL ADVISORS 177 HUNTINGTON AVENUE, 16TH FLOOR (Street) BOSTON MA 02115 (City) (State) (Zip)

1. Name and Address of Reporting Person * <u>Volition Capital Fund IV, L.P.</u> (Last) (First) (Middle) C/O VOLITION CAPITAL ADVISORS 177 HUNTINGTON AVENUE, 16TH FLOOR (Street) BOSTON MA 02115 (City) (State) (Zip)
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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)
- (Continued footnote 2) and (ii) the Subsequent Issuance Share Adjustment (as such term is defined in the Certificate); 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.

5. 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.

6. 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/ Lawrence Cheng, Managing
Member of Volition Capital 08/15/2023
Advisors IV, LLC

/s/ Lawrence Cheng, Managing
Member of Volition Capital
Advisors IV, LLC, General 08/15/2023
Partner of Volition Capital Fund
IV, L.P.

** 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 5 (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.