

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person Perry Jennie		2. Issuer Name and Ticker or Trading Symbol Grove Collaborative Holdings, Inc. [GROV]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Marketing Officer	
(Last) (First) (Middle) C/O GROVE COLLABORATIVE HOLDINGS, INC., 1301 SANSOME STREET		3. Date of Earliest Transaction (Month/Day/Year) 07/21/2022			
(Street) SAN FRANCISCO, CA 94111		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ 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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: 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				
Stock Option (Right to Buy)	\$ 3.77	07/21/2022		C	(1)		823,229	(2)	02/14/2031	Class B Common Stock	823,229	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 3.77	07/21/2022		C	(1)	823,229		(2)	02/14/2031	Class A Common Stock	823,229	\$ 0	823,229	D	
Restricted Stock Units	(3)	07/21/2022		C	(1)		235,208	(3)	(3)	Class B Common Stock	235,208	\$ 0	0	D	
Restricted Stock Units	(3)	07/21/2022		C	(1)	235,208		(3)	(3)	Class A Common Stock	235,208	\$ 0	235,208	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perry Jennie C/O GROVE COLLABORATIVE HOLDINGS, INC. 1301 SANSOME STREET SAN FRANCISCO, CA 94111			Chief Marketing Officer	

Signatures

/s/ Nathan Francis, Attorney-in-Fact for Jennie Perry	07/22/2022
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* 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).

(1) The Reporting Person has elected to convert these securities from Class B Common Stock to Class A Common Stock.

(2) This option vested 25% on February 8, 2022, and then vests quarterly for the next 36 months, subject to the Reporting Person's continuous service through each applicable vesting date, with accelerated vesting following a change in control if the Reporting Person's services are terminated by the Issuer without cause or she resigns for good reason.

(3) These restricted stock units ("RSUs") vest in four quarterly installments starting on May 15, 2022, with accelerated vesting following a change in control if the Reporting Person's services are terminated by the Issuer without cause or she resigns for good reason. The RSUs have no expiration date.

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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