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

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

| Class A Common Stock | 1. Name and Address of Reporting Person * <u>Clark Christopher</u> | | | | | 2. Issuer Name and Ticker or Trading Symbol Grove Collaborative Holdings, Inc. [GROV] | | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | |
|--|--|---|------------|-----------------------|--------------------------|---|--|------------------------|-----------------|--------------------------|---------|---|--------|----------|---|--|---|---|--|--|
| A. In Alleston Congress Street SAN SAN FRANCISCO CA 94111 SAN Securities Acquired Disposed of, or Beneficially Owned San S | | | ` ' ' | | | | | | | | | Officer (give title below) | | below) | | specify | | | | |
| City | (Street) SAN CA 94111 | | | | [| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | X Form filed by One Reporting Person | | | | | |
| 2. Transaction Date (Month/Day/Year) 2. Transaction D | (City) | | e) (. | Zip) | | | | | | | | | | | | | | | | |
| Date Month/Day/Year Month/Day/Year Execution Date, if any (Month/Day/Year) Month/Day/Year | | | T | able I - Noi | n-Deriv | ative S | Securi | ities Acc | uired, l | Disp | osed o | f, or Bei | nefici | ially Ow | ned | | | | | |
| Class A Common Stock | Da | | | | Date | Date | | Execution Date, if any | | Transaction Code (Instr. | | | | | nd 5) Securities Beneficially (Following Re | | Form or Ind | : Direct (D) lirect (I) | Indirect Beneficial Ownership | |
| Table I - Derivative Securities Acquired Disposed of Or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities Ownership Owner | | | | | | | | | | v | Amount | | | Price | | | | | (Instr. 4) | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) 4. Transaction or Exercise Price of Derivative Securities 3) 4. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 5) 8. Price of Derivative Securities Underlying Derivative Securities Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Expiration Title Number of Shares Restricted Stock Units (I) 11/15/2022 M 131,511 (2) (2) (2) Class A Common Stock Restricted Stock Units (I) 11/15/2022 M 168,444 (3) (3) (3) Class A Common Stock (I) 11/15/2022 M 18,3836 D Restricted Stock (I) 11/15/2022 M 39,920 (4) (4) (4) Class A Common Stock Class A Common Stock (I) 11/15/2022 M 39,920 (4) (4) (4) Class A Common Stock Common Stock Common Stock Class A Common Stock Class A Common Stock Common Stock Class A Common Stock Common Stock Class A Common Stock Common Stock Common Stock Common Stock Class A Common Stock Common Stock Common Stock Class A Common Stock Class A Common Stock Class A Common Stock Common Stock Common Stock Class A Common Stock Common Stock Class A Common Stock Common Stock Class A Common Stock Common Stock Common Stock Class A Common | Class A Comr | non Stock | | | 11/15/ | 5/2022 | | M | | 339,875 | | A | (1) | 667,712 | | D | | | | |
| (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Conversion or Exercise Price of Derivative Security (Instr. 3) 1. Title of Conversion or Exercise Price of Derivative Security (Instr. 3) 1. Title of Conversion or Exercise Price of Derivative Security (Instr. 3) 1. Title of Conversion or Exercise Price of Derivative Security (Instr. 4) 1. Title of Conversion or Exercise Price of Derivative Security (Instr. 5) 1. Title and Amount of Securities Underlying Derivative Security (Instr. 5) 1. Title and Amount of Securities Underlying Derivative Security (Instr. 5) 1. Title and Amount of Securities Underlying Derivative Security (Instr. 5) 2. Conversion or Exercise Price of Derivative Security (Instr. 4) 2. Conversion or Exercise Underlying Derivative Security (Instr. 4) 3. Transaction Date (Month/Day/Year) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 5. Number of Derivative Security (Instr. 4) 5. Number of Derivative Security (Instr. 4) 6. Der | Class A Common Stock | | | | 11/15/ | 5/2022 | | | F | | 106,552 | | D | \$1.2 | 561,160 | | D | | | |
| Derivative Security (Instr. 3) Date or Exercise Price of Derivative Security (Instr. 3) Date or Exercise Price of Derivative Security (Instr. 3) Date or Exercise Price of Derivative Security (Instr. 3) Date or Disposed of (D) (Instr. 3, 4 and 5) Date or Disposed of (D) (Instr. 3, 4 and 5) Date or Disposed of (D) (Instr. 4) Date Exercisable Expiration Date (Month/Day/Year) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 4) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 4) Derivative Security (Instr. 5) Derivative Security (Instr. 4) Derivative Security (Instr. 4) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 4) Derivative Security (Instr. 5) Derivative Security (Instr. 4) Derivative Security (Instr. 5) Derivative Security (Instr. 4) D | | | | | | | | | | | | | | | ed | | | | | |
| Code V (A) (D) Date Expiration Title Shares Class A Common Stock (1) 11/15/2022 M 168,444 (3) (3) Class A Common Stock (1) 11/15/2022 M 39,920 (4) (4) Class A Common 39,920 \$0 142,569 D | 1. Title of Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative | Date | Execution Date if any | Transaction Code (Instr. | | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and | | Expiration Date | | | Securities Underly Derivative Security | | lying | Derivative Security | derivative Securities Beneficial Owned Following Reported | Owner Form: Direct or Indi (I) (Ins | Ownership Form: Direct (D) or Indirect | of Indirect Beneficial Ownership | |
| Class A Common Stock (1) 11/15/2022 M 131,511 (2) (2) Common Stock 131,511 \$0 43,836 D | | | | | Code | v | (A) | (D) | | | | Title | N | umber of | | | on(s) | | | |
| Restricted Stock Units (I) 11/15/2022 M 168,444 (3) (3) Common Stock 168,444 \$0 321,573 D Restricted Stock (I) 11/15/2022 M 39,920 (4) (4) Class A Common 39,920 \$0 142,569 D | Restricted Stock Units | (1) | 11/15/2022 | | М | | | 131,511 | (2) | | (2) | Commo | | 131,511 | \$0 | 43,830 | 6 | D | | |
| Restricted Stock (1) 11/15/2022 M 39,920 (4) (4) Common 39,920 \$0 142,569 D | Restricted Stock Units | (1) | 11/15/2022 | | М | | | 168,444 | (3) | | (3) | Commo | | 168,444 | \$0 | 321,57 | 13 | D | | |
| | Restricted Stock Units | (1) | 11/15/2022 | | М | | | 39,920 | (4) | | (4) | Commo | | 39,920 | \$0 | 142,56 | 59 | D | | |

Explanation of Responses:

- 1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of Class A Common Stock.
- 2. These RSUs vest approximately as follows: 175,347 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 he resigns for good reason. 131,511 of these RSUs settled on November 15, 2022. The RSUs have no expiration date.
- 3. These RSUs vest approximately as follows: (i) with respect to 336,888 RSUs, 50% vested on October 27, 2022 and settled on November 15, 2022, and the remaining 50% will vest in two equal installments on each of February 15, 2023 and May 15, 2023, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date, and (ii) with respect to 153,129 RSUs, these will vest in equal installments on each February 15, May 15, August 15 and November 15 until becoming fully vested on February 15, 2024, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date. The RSUs have no expiration date.
- 4. These RSUs vest approximately as follows: (i) with respect to 79,842 RSUs, 50% vested on October 27, 2022 and settled on November 15, 2022, and the remaining 50% will vest in two equal installments on each of February 15, 2023 and May 15, 2023, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date, and (ii) with respect to 102,647 RSUs, these will vest in equal installments on each February 15, May 15, August 15 and November 15 until becoming fully vested on February 15, 2025, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date. The RSUs have no expiration date.

/s/ Barbara Wallace, Attorney-in-Fact for Christopher Clark 11/17/2022

** 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.