

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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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).

1. Name and Address of Reporting Person * <u>Clark Christopher</u>  (Last) (First) (Middle) C/O GROVE COLLABORATIVE HOLDINGS, INC. 1301 SANSOME STREET  (Street) SAN FRANCISCO CA 94111  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2022	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/15/2022		M		339,875	A	(1)	667,712	D	
Class A Common Stock	11/15/2022		F		106,552	D	\$1.2	561,160	D	

**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
Restricted Stock Units	(1)	11/15/2022		M			131,511	(2)	(2)	Class A Common Stock	131,511	\$0	43,836	D	
Restricted Stock Units	(1)	11/15/2022		M			168,444	(3)	(3)	Class A Common Stock	168,444	\$0	321,573	D	
Restricted Stock Units	(1)	11/15/2022		M			39,920	(4)	(4)	Class A Common Stock	39,920	\$0	142,569	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of Class A Common Stock.
- 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.
- 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.
- 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.