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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>Norwest Venture Partners XIII, LP</u>  (Last) (First) (Middle) 1300 EL CAMINO REAL, SUITE 200  (Street) MENLO PARK CA 94025  (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) 11/23/2022	
	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
	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

**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	11/23/2022		C		14,217,512	A	\$0.00 <sup>(1)</sup>	14,717,612	I	By Norwest Venture Partners XIII, LP <sup>(2)</sup>

**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				
Class B Common Stock	(1)	11/23/2022		C		14,217,512		(3)	(3)	Class A Common Stock	14,217,512	\$0.00 <sup>(3)</sup>	1,272,396 <sup>(4)</sup>	I	By Norwest Venture Partners XIII, LP <sup>(2)</sup>
Class B Common Stock	(3)	04/13/2023		J <sup>(5)</sup>		135,480		(3)	(3)	Class A Common Stock	135,480	\$0.00 <sup>(3)</sup>	1,407,876 <sup>(4)</sup>	I	By Norwest Venture Partners XIII, LP <sup>(2)</sup>

1. Name and Address of Reporting Person * <u>Norwest Venture Partners XIII, LP</u>  (Last) (First) (Middle) 1300 EL CAMINO REAL, SUITE 200  (Street) MENLO PARK CA 94025  (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>NVP Associates, LLC</u>  (Last) (First) (Middle) 1300 EL CAMINO REAL, SUITE 200  (Street) MENLO PARK CA 94025  (City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Crowe Jeffrey</a>		
(Last)	(First)	(Middle)
1300 EL CAMINO REAL, SUITE 200		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">HAQUE PROMOD</a>		
(Last)	(First)	(Middle)
1300 EL CAMINO REAL, SUITE 200		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">Kossow Jon Erik</a>		
(Last)	(First)	(Middle)
1300 EL CAMINO REAL, SUITE 200		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

**Explanation of Responses:**

- These shares of Class B common stock were converted into Class A common stock on a one-for-one basis for no additional consideration.
- The securities are directly held by Norwest Venture Partners XIII, LP ("NVP XIII"), Genesis VC Partners XIII, LLC ("Genesis XIII") is the general partner of NVP XIII and NVP Associates, LLC ("NVP Associates") is the managing member of Genesis XIII. Genesis XIII, NVP Associates and Jeffrey Crowe, Promod Haque and Jon E. Kossow, as Co-Chief Executive Officers of NVP Associates, may be deemed to share voting and dispositive power over the shares held by NVP XIII. Each of Genesis XIII, NVP Associates and Messrs. Crowe, Haque and Kossow disclaims beneficial ownership of the securities held by NVP XIII except to the extent of its or his pecuniary interest therein.
- Each share of Class B Common Stock is convertible at any time into Class A Common Stock on a one-to-one basis for no additional consideration at the Reporting Person's election and has no expiration date.
- Represents restricted shares of Class B Common Stock that will vest upon the achievement of certain earnout thresholds prior to June 16, 2032 (the "Earnout Shares") as follows: (i) 50% of the Earnout Shares automatically vest if the daily volume weighted average price ("VWAP") of the shares of Class A Common Stock is greater than or equal to \$12.50 per share for any 20 trading days within any 30-trading-day period; and (ii) 50% of the Earnout Shares automatically vest if the daily VWAP of the shares of Class A Common Stock is greater than or equal to \$15.00 per share for any 20 trading days within any 30-trading-day period, each subject to certain change-of-control provisions.
- Represents the automatic increase, for no additional consideration, in the number of shares of Class B Common Stock held by the Reporting Person as a result of the rebalancing of Earnout Shares following the forfeiture of certain equity awards of the Issuer by the holders thereof, as required by the Agreement and Plan of Merger, dated December 7, 2021, as amended and restated on March 31, 2022, by and among Virgin Group Acquisition Corp. II ("VGAC II"), two wholly owned direct subsidiaries of VGAC II, and Grove Collaborative, Inc. This increase is exempt from Section 16 filing by virtue of the exemption provided by Rule 16a-9 and is being reported voluntarily.

**Remarks:**

[Norwest Venture Partners XIII, LP, By: Genesis VC Partners XIII, LLC, its general partner, By: NVP Associates, LLC, its managing member, By /s/ Matthew De Dominicis, Chief Financial Officer](#) 04/17/2023  
[NVP Associates, LLC, By /s/ Matthew De Dominicis, Chief Financial Officer](#) 04/17/2023  
[Jeffrey Crowe, By /s/ Matthew De Dominicis, Attorney-in-fact](#) 04/17/2023  
[Promod Haque, By /s/ Matthew De Dominicis, Attorney-in-fact](#) 04/17/2023  
[Jon E. Kossow, By /s/ Matthew De Dominicis, Attorney-in-fact](#) 04/17/2023

\*\* 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.