

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 *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Sculptor Capital Management, Inc.			6/16/2022		Grove Collaborative Holdings, Inc. [GROV]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
9 WEST 57TH STREET			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. If Amendment, Date Original Filed(MM/DD/YYYY)		6. Individual or Joint/Group Filing(Check Applicable Line)		
NEW YORK, NY 10019			6/27/2022		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)		(Zip)		

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)
Class A Common Stock	91105	I	By Sculptor Special Funding, LP (1)(2)
Class A Common Stock	20855	I	By Sculptor Credit Opportunities Master Fund, Ltd. (2)
Class A Common Stock	71375	I	By Sculptor Enhanced Master Fund, Ltd. (3)
Class A Common Stock	20855	I	By Sculptor SC II LP (4)
Class A Common Stock	434850	I	By Sculptor Master Fund, Ltd. (5)(2)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(6)	(6)	Class A Common Stock	9956536 (8)	(6)	I	By SCM GC Investments Limited (7)(9)

Explanation of Responses:

- (1) Sculptor Capital LP is the investment adviser to Sculptor Special Funding, LP. Sculptor Capital Holding Corporation serves as the sole general partner of Sculptor Capital LP. Sculptor Capital Management, Inc. is a holding company that is the sole shareholder of Sculptor Capital Holding Corporation. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by Sculptor Special Funding, LP. Each of the foregoing entities disclaims beneficial ownership of the shares held by Sculptor Special Funding, LP except to the extent of its pecuniary interest therein and the inclusion of such shares in this report shall not be an admission of beneficial ownership for purposes of Section 16 or any other purpose.
- (2) Sculptor Capital LP is the investment adviser to Sculptor Credit Opportunities Master Fund, Ltd. Sculptor Capital Holding Corporation serves as the sole general partner of Sculptor Capital LP. Sculptor Capital Management, Inc. is a holding company that is the sole shareholder of Sculptor Capital Holding Corporation. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by Sculptor Credit

Opportunities Master Fund, Ltd. Each of the foregoing entities disclaims beneficial ownership of the shares held by Sculptor Credit Opportunities Master Fund, Ltd. except to the extent of its pecuniary interest therein and the inclusion of such shares in this report shall not be an admission of beneficial ownership for purposes of Section 16 or any other purpose.

- (3) Sculptor Capital LP is the investment adviser to Sculptor Enhanced Master Fund Ltd. Sculptor Capital Holding Corporation serves as the sole general partner of Sculptor Capital LP. Sculptor Capital Management, Inc. is a holding company that is the sole shareholder of Sculptor Capital Holding Corporation. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by Sculptor Enhanced Master Fund Ltd. Each of the foregoing entities disclaims beneficial ownership of the shares held by Sculptor Enhanced Master Fund Ltd. except to the extent of its pecuniary interest therein and the inclusion of such shares in this report shall not be an admission of beneficial ownership for purposes of Section 16 or any other purpose.
- (4) Sculptor Capital II LP is the investment adviser to Sculptor SC II LP. Sculptor Capital Holding II LLC serves as the sole general partner of Sculptor Capital II LP. Sculptor Capital Management, Inc. is a holding company that is the sole member of Sculptor Capital Holding II LLC. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by Sculptor SC II LP. Each of the foregoing entities disclaims beneficial ownership of the shares held by Sculptor CS II LP. except to the extent of its pecuniary interest therein and the inclusion of such shares in this report shall not be an admission of beneficial ownership for purposes of Section 16 or any other purpose.
- (5) Sculptor Capital LP is the investment adviser to Sculptor Master Fund, Ltd. Sculptor Capital Holding Corporation serves as the sole general partner of Sculptor Capital LP. Sculptor Capital Management, Inc. is a holding company that is the sole shareholder of Sculptor Capital Holding Corporation. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by Sculptor Master Fund LP. Each of the foregoing entities disclaims beneficial ownership of the shares held by Sculptor Master Fund LP except to the extent of its pecuniary interest therein and the inclusion of such shares in this report shall not be an admission of beneficial ownership for purposes of Section 16 or any other purpose.
- (6) Each share of Class B Common Stock is convertible at any time into Class A Common Stock on a one-to-one basis at the reporting person's election and has no expiration date.
- (7) SCM GC Investments Limited is wholly-owned by Sculptor Master Fund Ltd. and Sculptor Enhanced Master Fund Ltd. Sculptor Capital LP is the investment adviser to Sculptor Enhanced Master Fund Ltd. and Sculptor Master Fund, Ltd. Sculptor Capital Holding Corporation serves as the sole general partner of Sculptor Capital LP. Sculptor Capital Management, Inc. is a holding company that is the sole shareholder of Sculptor Capital Holding Corporation. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by SCM GC Investments Limited. Each of the foregoing entities disclaims beneficial ownership of the shares held by SCM GC Investments Limited except to the extent of its pecuniary interest therein and the inclusion of such shares in this report shall not be an admission of beneficial ownership for purposes of Section 16 or any other purpose.
- (8) Includes 817,868 shares of Class B Common Stock subject to forfeiture in connection with certain earnout thresholds.
- (9) This amendment is being filed to include SCM GC Investments Limited, Sculptor Special Funding, LP, Sculptor Master Fund, Ltd., Sculptor Capital Holding Corporation and Sculptor Capital Holding II LLC as additional reporting persons with respect to the transactions previously reported on a Form 3 filed on June 27, 2022.

Remarks:

Form 2 of 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sculptor Capital Management, Inc. 9 WEST 57TH STREET NEW YORK, NY 10019		X		
Sculptor Capital Holding II LLC 9 WEST 57TH STREET NEW YORK, NY 10019		X		

Signatures

SCULPTOR CAPITAL MANAGEMENT, INC, /s/ Wayne Cohen, President and Chief Operating Officer

7/8/2022

**Signature of Reporting Person

Date

SCULPTOR CAPITAL HOLDING II LLC, /s/ Wayne Cohen, President and Chief Operating Officer

7/8/2022

**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 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.

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