

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>Sculptor Capital Management, Inc.</b>  (Last) (First) (Middle)  <b>9 WEST 57TH STREET,</b> (Street)  <b>NEW YORK, NY 10019</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Grove Collaborative Holdings, Inc. [GROV]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>9/21/2022</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	9/21/2022		S		55636	D	\$3.77	205488	I	By Sculptor Master Fund, Ltd. (1)
Class A Common Stock	9/21/2022		S		8708	D	\$3.77	32163	I	By Sculptor Enhanced Master Fund, Ltd. (2)
Class A Common Stock	9/22/2022		S		55636	D	\$3.77	205488	I	By Sculptor Master Fund, Ltd. (1)
Class A Common Stock	9/22/2022		S		8708	D	\$3.77	32163	I	By Sculptor Enhanced Master Fund, Ltd. (2)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 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				

**Explanation of Responses:**

- 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.
- 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Sculptor Capital Management, Inc.</b> 9 WEST 57TH STREET NEW YORK, NY 10019		X		
<b>Sculptor Enhanced Master Fund, Ltd.</b> 1 NEXUS WAY, SUITE #5203, PO BOX 896, HELICONA COURTYARD GRAND CAYMAN, E9 KY1-1103		X		
<b>Sculptor Master Fund, Ltd.</b> 1 NEXUS WAY, SUITE #5203, PO BOX 896, HELICONA COURTYARD GRAND CAYMAN, E9 KY1-1103		X		
<b>Sculptor Capital LP</b> 9 WEST 57TH STREET NEW YORK, NY 10019		X		
<b>Sculptor Capital Holding Corp</b> 9 WEST 57TH STREET NEW YORK, NY 10019		X		

**Signatures**

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

**9/23/2022**

--Signature of Reporting Person

Date

**SCULPTOR ENHANCED MASTER FUND, LTD., By: Sculptor Capital LP, its Investment Manager, By: Sculptor Capital Holding Corporation, its General Partner, /s/ Wayne Cohen, President and Chief Operating Officer**

**9/23/2022**

--Signature of Reporting Person

Date

**SCULPTOR MASTER FUND, LTD., By: Sculptor Capital LP, its investment manager, By: Sculptor Capital Holding Corporation, its General Partner, /s/ Wayne Cohen, President and Chief Operating Officer**

**9/23/2022**

--Signature of Reporting Person

Date

**SCULPTOR CAPITAL LP, /s/ Wayne Cohen, President and Chief Operating Officer, By: Sculptor Capital Holding Corporation, its General Partner, /s/ Wayne Cohen, President and Chief Operating Officer**

**9/23/2022**

--Signature of Reporting Person

Date

**SCULPTOR CAPITAL HOLDING CORPORATION, /s/ Wayne Cohen, President and Chief Operating Officer**

**9/23/2022**

--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.

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