

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

1. Name and Address of Reporting Person * Sculptor Capital Management, Inc. (Last) (First) (Middle) 9 WEST 57TH STREET, (Street) NEW YORK, NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Grove Collaborative Holdings, Inc. [GROV]	5. Relationship of Reporting Person(s) to Issuer (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)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/11/2022</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/11/2022		C	(1)	9138768	A	\$0.00	9138768	I	By SCM GC Investments Limited (2)
Class A Common Stock	11/11/2022		S		72000	D	\$1.22 (3)	9066768	I	By SCM GC Investments Limited (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				
Class B Common Stock	(1)	11/11/2022		C		9138768		(1)	(1)	Class A Common Stock	9138768	\$0.00	817768	I	By SCM GC Investments Limited (2)

Explanation of Responses:

- (1) 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.
- (2) SCM GC Investments Limited is wholly-owned by Sculptor Master Fund Ltd. 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, the Sculptor Master Fund Ltd may be deemed to share beneficial ownership of the securities held of record by SCM GC Investments Limited. Sculptor Master Fund Ltd 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.
- (3) The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions ranging from \$1.12 to \$1.29, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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 Master Fund, Ltd. 1 NEXUS WAY, SUITE #5203, PO BOX 896, HELICONA COURTYARD GRAND CAYMAN, E9 KY1-1103		X		
SCM GC Investments Ltd P.O. BOX 2510 69 DR. ROY'S DRIVE GRAND CAYMAN KY1-1104		X		
Sculptor Capital LP 9 WEST 57TH STREET NEW YORK, NY 10019		X		
Sculptor Capital Holding Corp 9 WEST 57TH STREET NEW YORK, NY 10019		X		

Signatures

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

11/15/2022

--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

11/15/2022

--Signature of Reporting Person

Date

SCM GC INVESTMENTS LIMITED /s/ Wayne Cohen, President and Chief Operating Officer

11/15/2022

--Signature of Reporting Person

Date

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

11/15/2022

--Signature of Reporting Person

Date

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

11/15/2022

--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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