

| OMB APPROVAL | |
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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

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|---|--|--|--|
| 1. Name and Address of Reporting Person * <u>MARSHALL ALLAN</u> (Last) (First) (Middle) <u>C/O GROVE INC.</u> <u>1710 WHITNEY MESA DRIVE</u> (Street) <u>HENDERSON NV 89014</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>06/24/2021</u> | 3. Issuer Name and Ticker or Trading Symbol <u>GROVE, INC. [GRVI]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>CEO</u></p> | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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) |
|---------------------------------|---|--|---|
| <u>Common Stock</u> | <u>2,527,778⁽¹⁾</u> | <u>D</u> | |

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| <u>Preferred Stock</u> | <u>(1)(2)</u> | <u>(4)</u> | <u>Common Stock</u> | <u>277,778</u> | <u>(2)</u> | <u>D</u> |
| <u>Employee Stock Option Grant</u> | <u>(1)(3)</u> | <u>(3)</u> | <u>Common Stock</u> | <u>833,333</u> | <u>(3)</u> | <u>D</u> |

Explanation of Responses:

- Subject to a 180-day lockup period in connection with the Issuer's initial public offering.
- Each share of preferred stock is convertible immediately into one share of common stock.
- 793,210 options are vested and shall be exercisable for a price of \$1.53 per option share for 10 years from June 1, 2019 (the "Grant Date"). 40,123 options shall vest June 30, 2021 and be exercisable for a price of \$1.53 per option share for ten years from the Grant Date.
- N/A

Remarks:

/s/ Allan Marshall

06/24/2021

** 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.

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.