

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**GROVE, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**83-3378978**

(I.R.S. Employer  
Identification No.)

**1710 Whitney Mesa Drive, Henderson, NV**

(Address of Principal Executive Offices)

**89014**

(Zip Code)

**Grove, Inc. 2019 Stock Incentive Plan**  
**(as Amended and Restated as of February 8, 2021)**

(Full title of the plan)

**Andrew J. Norstrud**  
**Chief Financial Officer**  
**1710 Whitney Mesa Drive**  
**Henderson, NV 89014**

(Name and address telephone number of agent for service)

**(701) 353-5425**

(Telephone number, including area code, of agent for service)

Copies to:

**Mark Lee, Esq.**  
**Greenberg Traurig, LLP**  
**1201 K Street, Suite 110**  
**Sacramento, CA 95814**  
**Tel: (916) 868-0630**  
**Fax: (916) 448-1709**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller-reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  
Non-accelerated filer

Accelerated filer  
Smaller reporting company  
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per unit<sup>(2)</sup></b>	<b>Amount of registration fee</b>
Common Stock <sup>(1)</sup>	5,555,556 <sup>(3)</sup>	\$ 5.15	\$ 3,121.47
<b>Total:</b>		<b>\$ 28,611,113.40</b>	<b>\$ 3,121.47</b>

- (1) These securities are issuable under the Grove, Inc. 2019 Stock Incentive Plan (as amended and restated as of February 8, 2021, the "Plan"). This registration statement shall also cover an indeterminate number of additional shares of common stock that may become issuable by virtue of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended, the offering price and the amount of the fee for these shares were computed based on the average of the high and low prices of the Company's Common Stock as reported by the Nasdaq Global Market for June 24, 2021, which date is within five business days prior to the initial filing date of this registration statement.
- (3) Post-reverse stock split at the rate of 1 share of Common Stock for each 1.8 shares of Common Stock of the Company issued and outstanding.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Grove, Inc. (the "Corporation") to register 5,555,556 shares of Common Stock of the Corporation issuable under the Grove, Inc.'s 2019 Stock Incentive Plan.

### PART I

#### INFORMATION REQUIRED IN THE NEW SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) Prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act, and the "Note" to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be sent or given to participants of Grove, Inc.'s 2019 Stock Incentive Plan, as specified by Rule 428(b)(1) under the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### **Item 3. Incorporation of Documents by Reference.**

All documents filed and to be filed by the Corporation with the Securities and Exchange Commission (the "Commission") pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the effectiveness of this Registration Statement and, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective date of filing of such documents. The Corporation's Exchange Act file number with the Commission is 1-8625. Unless expressly incorporated into this Registration Statement, a report (or portion thereof) furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

##### **Item 4. Description of Securities.**

Not Applicable.

##### **Item 5. Interests of Named Experts and Counsel.**

Not Applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 78.7502 of the Nevada Revised Statutes (“NRS”) permits a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he:

(a) is not liable pursuant to NRS 78.138, or

(b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

In addition, NRS 78.7502 permits a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys’ fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he:

(a) is not liable pursuant to NRS 78.138; or

(b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation.

To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter, the corporation is required to indemnify him against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection with the defense.

NRS 78.752 allows a corporation to purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such, whether or not the corporation has the authority to indemnify him against such liability and expenses.

Other financial arrangements made by the corporation pursuant to NRS 78.752 may include the following:

(a) the creation of a trust fund;

(b) the establishment of a program of self-insurance;

(c) the securing of its obligation of indemnification by granting a security interest or other lien on any assets of the corporation; and

(d) the establishment of a letter of credit, guaranty or surety.

No financial arrangement made pursuant to NRS 78.752 may provide protection for a person adjudged by a court of competent jurisdiction, after exhaustion of all appeals, to be liable for intentional misconduct, fraud or a knowing violation of law, except with respect to the advancement of expenses or indemnification ordered by a court.

Any discretionary indemnification pursuant to NRS 78.7502, unless ordered by a court or advanced pursuant to an undertaking to repay the amount if it is determined by a court that the indemnified party is not entitled to be indemnified by the corporation, may be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made:

(a) by the shareholders;

(b) by the board of directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding;

(c) if a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion, or

(d) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

**Item 7. Exemption From Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1*</a>	<a href="#">Grove, Inc. Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 of Grove Inc's Registration Statement on Form S-1 (file no. 333-255266), as filed on April 15, 2021).</a>
<a href="#">3.2*</a>	<a href="#">Grove, Inc. Amended and Restated Bylaws, effective as of November 7, 2017 (incorporated by reference to Exhibit 3.2 of Grove Inc's Registration Statement on Form S-1 (file no. 333-255266), as filed on April 15, 2021).</a>
<a href="#">4.1</a>	<a href="#">Grove, Inc. 2019 Stock Incentive Plan. (incorporated by reference to Exhibit 10.1 of Grove Inc.'s Registration Statement on Form S-1 (file no. 333-255266), as filed on April 15, 2021).</a>
<a href="#">5.1</a>	<a href="#">Opinion of Greenberg Traurig, LLP.</a>
<a href="#">23.1</a>	<a href="#">Consent of Greenberg Traurig, LLP (contained in Exhibit 5.1).</a>
<a href="#">23.2</a>	<a href="#">Consent of Auditors.</a>
<a href="#">23.3</a>	<a href="#">Consent of Auditors.</a>
<a href="#">24.1</a>	<a href="#">Powers of Attorney (included on signature pages hereto).</a>

\* Incorporated by reference.

**Item 9. Undertakings.**

- (a) The undersigned registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
    - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
    - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
    - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Corporation pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.
  - (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Corporation's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Corporation pursuant to the foregoing provisions, or otherwise, the Corporation has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Corporation of expenses incurred or paid by a director, officer or controlling person of the Corporation in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Corporation will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Grove, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Henderson, State of Nevada, on June 28, 2021.

GROVE, INC.

By: /s/ Allan Marshall

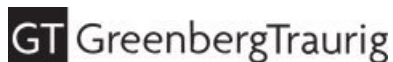
Allan Marshall  
Chief Executive Officer  
(Principal Executive Officer)

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Allan Marshall and Andrew J. Norstrud, and each of them, such person's true and lawful attorneys-in-fact and agent, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorneys-in-fact and agent or either of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Allan Marshall</u> Allan Marshall	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 28, 2021
<u>/s/ Robert Hackett</u> Robert Hackett	President	June 28, 2021
<u>/s/ Andrew J. Norstrud</u> Andrew J. Norstrud	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	June 28, 2021
<u>/s/ Gene Salkind</u> Gene Salkind	Director	June 28, 2021
<u>/s/ Thomas C. Williams</u> Thomas C. Williams	Director	June 28, 2021
<u>/s/ Lawrence H. Dugan</u> Lawrence H. Dugan	Director	June 28, 2021



June 28, 2021

Board of Directors  
Grove, Inc.  
1710 Whitney Mesa Drive  
Henderson, NV 89014

**Re: Registration on Form S-8 for the Grove, Inc. 2019 Stock Incentive Plan**

Ladies and Gentlemen:

On or about the date hereof, Grove, Inc., a Nevada corporation (the "Company"), transmitted for filing with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the issuance, offering and/or sale by the Company of up to an aggregate of 5,555,556 shares of Common Stock (the "Shares"), of the Company, reserved for issuance from time to time under the Company's 2019 Stock Incentive Plan (the "Plan"). We have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement.

In connection with the preparation of the Registration Statement and this opinion letter, we have examined the proceedings taken by the Company in connection with the adoption of the Plan and the authorization of the issuance of the Shares, and such documents as we have deemed necessary to render this opinion. For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Shares, the Company will receive consideration in an amount not less than the aggregate par value of the Shares covered by each such issuance.

In rendering the opinions set forth below, we have assumed without investigation the genuineness of all signatures and the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies, and the veracity of all documents submitted to us. As to questions of fact material to the opinions hereinafter expressed, we have relied upon the representations and warranties of the Company made in the documents submitted to us.

Based upon the foregoing examination, and subject to the qualifications set forth below, we are of the opinion that the Shares have been duly authorized and, when issued, delivered and paid for in accordance with the provisions of the Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed above are limited to the Chapter 78 of the Nevada Revised Statutes which includes the statutory provisions thereof as well as all applicable provisions of the Constitution of the State of Nevada and reported judicial decisions interpreting these laws. Our opinion is rendered only with respect to laws, and the rules, regulations and orders thereunder, which are currently in effect.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us in the Registration Statement. In giving this consent, we do not thereby admit that we are included within the category of persons whose consent is required by Section 7 of the Act and the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Greenberg Traurig, LLP

GREENBERG TRAUIG, LLP





871 Coronado Center Drive  
Suite 110  
Henderson, Nevada 89052

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 25, 2020 related to the consolidated financial statements of Grove, Inc. and subsidiaries (the "Company") for the year ended June 30, 2019.

We also consent to the reference to our firm under the heading of "experts" in such Prospectus.

*RBSM LLP*

RBSM LLP  
Henderson, NV  
June 28, 2021



5400 W Cedar Ave  
Lakewood, CO 80226  
Telephone: 303.953.1454  
Fax: 303.945.7991

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 15, 2021, relating to the consolidated financial statements of Grove, Inc. as of and for the years ended June 30, 2020, and our report dated February 10, 2021, relating to the financial statements of Infusionz, LLC. as of and for the years ended June 30, 2020 and 2019, to all references to our firm included in this Registration Statement filed with the U.S. Securities and Exchange Commission on June 28, 2021.

/s/ **B F Borgers CPA PC**  
Lakewood, Colorado  
June 28, 2021