

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 13, 2021

GROVE, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-40535

(Commission
File Number)

83-3378978

(I.R.S. Employer
Identification Number)

1710 Whitney Mesa Drive Henderson, NV 89014

(Address of principal executive offices)

(701) 353-5425

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions.

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☒

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Ticker symbol(s)	Name of each exchange on which registered
None		

Forward-Looking Statements

This Current Report on Form 8-K and other written and oral statements made from time to time by us may contain so-called “forward-looking statements,” all of which are subject to risks and uncertainties. Forward-looking statements can be identified by the use of words such as “expects,” “plans,” “will,” “forecasts,” “projects,” “intends,” “estimates,” and other words of similar meaning. One can identify them by the fact that they do not relate strictly to historical or current facts. These statements are likely to address our growth strategy, financial results and product and development programs. One must carefully consider any such statement and should understand that many factors could cause actual results to differ from our forward-looking statements. These factors may include inaccurate assumptions and a broad variety of other risks and uncertainties, including some that are known and some that are not. No forward-looking statement can be guaranteed and actual future results may vary materially.

Information regarding market and industry statistics contained in this Current Report on Form 8-K is included based on information available to us that we believe is accurate. It is generally based on industry and other publications that are not produced for purposes of securities offerings or economic analysis. We have not reviewed or included data from all sources and cannot assure investors of the accuracy or completeness of the data included in this Current Report. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and the additional uncertainties accompanying any estimates of future market size, revenue and market acceptance of products and services. We do not assume any obligation to update any forward-looking statement. As a result, investors should not place undue reliance on these forward-looking statements.

Item 7.01 Regulation FD Disclosure

Grove, Inc. (the “Company”) will begin investor presentations commencing September 13, 2021, providing investors highlights of the Company’s performance and its growth strategies using the presentation Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Form 8-K (including Exhibit 99.1) is being “furnished,” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section nor shall they be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

Number	Description
<u>99.1</u>	<u>PowerPoint presentation by Grove, Inc. September 13, 2021</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GROVE, INC.

Dated: September 13, 2021

/s/ Andrew J. Norstrud

Name: Andrew J. Norstrud

Title: Chief Financial Officer



ISSUER FREE WRITING PROSPECTUS DATED MAY 18, 2021
FILED PURSUANT TO RULE 433
REGISTRATION STATEMENT NO. 333-255266

Global Innovators in Hemp, Health, and Wellness

Q3 2021

Past performance is not indicative of future results. Investments may be speculative, illiquid and there is a risk of principal loss. There is no guarantee that any specific outcome will be achieved.



Disclaimer

A registration statement (including a preliminary prospectus) relating to the offering of securities of Grove, Inc. ("Grove" or the "Company") to which this communication relates, has been filed with the U.S. Securities and Exchange Commission ("SEC") but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. There shall not be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Before you invest in the securities described in this document, you should read the prospectus in the registration statement (including the Risk Factors described therein) filed by Grove and the other documents Grove files with the SEC for more complete information about Grove and this offering. You may get these documents for free by visiting EDGAR on the SEC Website at www.sec.gov. Alternatively, the issuer or the underwriter in the offering will arrange to send you the prospectus by contacting Kingswood Capital Markets, 17 Battery Place, Suite 625, New York, NY, 10004, ATTN: Investment Banking Division, email info@kingswoodcm.com. This presentation does not purport to contain all the information that a prospective investor may require in connection with any potential investment in Grove. You should not treat the contents of this presentation, or any information provided in connection with it, as financial advice, financial product advice or advice relating to legal, taxation or investment matters. This presentation does not include all available information in relation to the business, operations, affairs, financial position or prospects of Grove. No representation or warranty (whether express or implied) is made by Grove or any of its shareholders, directors, officers, advisers, agents or employees as to the attainability of any estimates, forecasts or projections set out in this presentation. This presentation is provided expressly on the basis that you will carry out your own independent inquiries into the matters contained in the presentation and make your own independent decisions about the business, operations, affairs, financial position or prospects of Grove. Grove reserves the right to update, amend or supplement the information contained in this presentation at any time in its absolute discretion (without incurring any obligation to do so) without any obligation to advise you of any such update, amendment or supplement. The delivery of this presentation shall not, under any circumstance, create any implication that there has been no change in the business, operations, affairs, financial position or prospects of Grove or that information contained herein is correct after the date of this presentation.

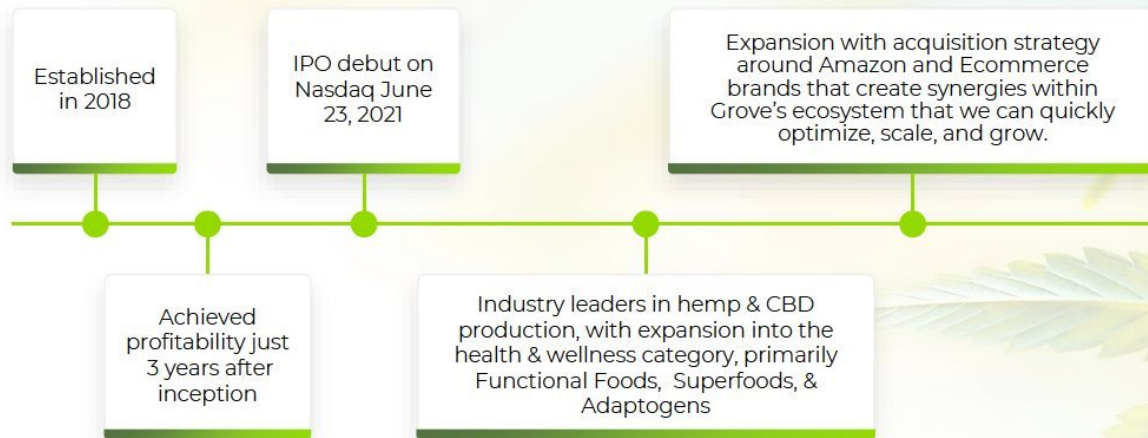
Forward Looking Information

This presentation contains "forward-looking statements", including statements regarding Grove, Inc. and its subsidiaries, within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. All of the statements in this presentation, including financial projections, whether written or oral, that refer to expected or anticipated future actions and results of Grove are forward-looking statements. In addition, any statements that refer to expectations, projections, or other characterizations of future events or circumstances are forward-looking statements. These forward-looking statements reflect our current projections and expectations about future events as of the date of this presentation. Grove cannot give any assurance that such forward-looking statements and financial projections will prove to be correct.

The information provided in this presentation does not identify or include any risk or exposures, of Grove that would materially adversely affect the performance or risk of the company. By their nature, forward-looking statements and financial projections involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking information will not occur, which may cause the Company's actual performance and financial results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements and financial projections. Important factors that could cause actual results to differ materially from expectations include, but are not limited to: business, economic and capital market conditions; the heavily regulated industry in which Grove carries on business; current or future laws or regulations and new interpretations of existing laws or regulations; legal and regulatory requirements; market conditions and the demand and pricing for our products; our relationships with our customers and business partners; our ability to successfully define, design and release new products in a timely manner that meet our customers' needs; our ability to attract, retain and motivate qualified personnel; competition in our industry; failure of counterparties to perform their contractual obligations; systems, networks, telecommunications or service disruptions or failures or cyber-attack; ability to obtain additional financing on reasonable terms or at all; litigation costs and outcomes; our ability to successfully maintain and enforce our intellectual property rights and defend third party claims of infringement of their intellectual property rights; and our ability to manage our growth. Readers are cautioned that this list of factors should not be construed as exhaustive.

All information contained in this presentation is provided as of the date of the presentation and is subject to change without notice. Neither Grove, nor any other person undertakes any obligation to update or revise publicly any of the forward-looking statements and financial projections set out herein, whether as a result of new information, future events or otherwise, except as required by law. This is presented as a source of information and not an investment recommendation. This presentation does not take into account nor does it provide any tax, legal or investment advice or opinion regarding the specific investment objectives or financial situation of any person. Grove reserves the right to amend or replace the information contained herein, in part or entirely, at any time, and undertakes no obligation to provide the recipient with access to the amended information or to notify the recipient thereof.

Grove Inc. Snapshot



Grove Inc. Snapshot

3 Segments:

1. Amazon FBA + Ecommerce Acquisitions

Buy and scale brands in hyper-growth segments, namely health/wellness/beauty/petcare

2. SaaS Ad Tech - Interactive Offers - Growing, programmatic advertising business with expansion to grow in house brands as well as our private label partners.

3. CBD / Wellness - Own the supply chain through manufacturing, brands, online marketplace and trade show.




Amazon & DTC Brand Acquisition: M&A For Amazon FBA

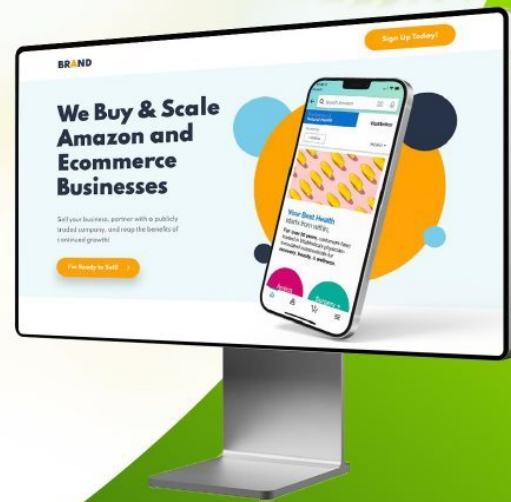
Early mover in the wave of acquiring top Amazon and Ecommerce brands, with the goal of improving operations and products, and ultimately taking them to new levels of growth.

Why Amazon Aggregation?

- Can easily apply our current growth model to other industries
- Wide network, nationwide distribution, and an in-house digital marketing team to scale revenue rapidly
- First ever aggregator in the Public Markets, giving more investors an opportunity to be involved

☆ **Aggregation Portal Launch October 2021**

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Amazon & DTC Brand Acquisition: M&A For Amazon FBA

Proof of Concept

Amazon aggregators like Heyday and Thrasio have raised hundreds of millions to acquire and scale brands that sell their goods mainly via Amazon's Marketplace.

Heyday

- Founded in 2020
- Focused on a smaller number of acquisitions with high potential
- Acquired & consolidated about 16 brands
- Have raised more than \$250 million

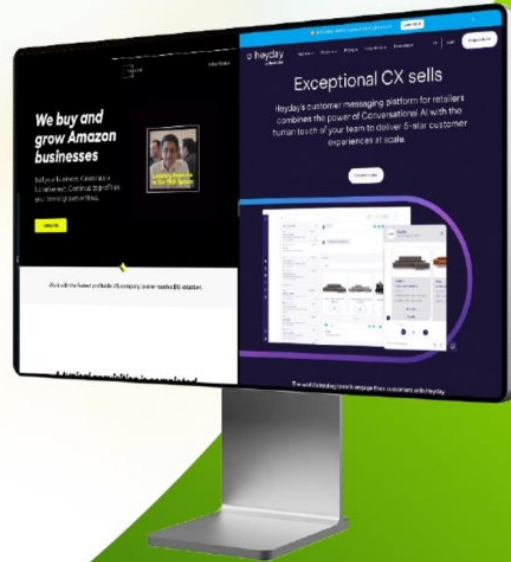
THRASIO

- Founded in 2018 (oldest in the space)
- Focused on rapid acquisitions
- Acquired & consolidated over 100 brands
- Valuation of ~\$2 billion*

*<https://www.cnbc.com/2021/05/25/thrasio-disruptor-50.html>

*<https://multichannelmerchant.com/e-commerce/perch-raises-775m-toward-acquiring-more-amazon-brands/>

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Vitamedica: Strategic Acquisition Into Nutraceuticals

Physician formulated products, recommended by
over 3000 doctors, serving over 1 million patients

SURGERY +
RECOVERY

SKIN +
BEAUTY

HEALTH +
WELLNESS

Strategic Highlights:

- Top line and net income positive with \$10M in total product sales
- Diversifies our health and wellness portfolio and marks entrance into Expanding Product Categories



LOI For Acquisition of InteractiveOffers.com

An SaaS, programmatic advertising company that has operated successfully in the Fintech space for numerous years, expansion into cannabis/health/wellness space will boost Platform profits and growth.

Business Synergy:

- In-house advertising platform to drive brand growth while circumventing lofty costs
- Exclusive Ad network for Grove, it's clients, and trade show partners, driving additional revenues.
- 15M + Gross Advertising revenues last several years



LOI For Acquisition of InteractiveOffers.com

Why It Matters:

- In-house advertising platform will help scale current and future brands,
- Lower and control lofty advertising costs.
- New advertising revenue from our immediate network of clients, and trade show partners
- Growth of independent advertising business should increase shareholder value

Public Peers:

Magnite (MGNI)

Taboola (TBLA)

- | | |
|------------------------|---------------------|
| • \$3.75B Valuation | • \$2.45B Valuation |
| • 11.75x Price / Sales | • 2x Price / Sales |

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Hemp Business Highlights



Rapidly Growing,
High Margin Direct
to Consumer Brands



Exponential Increase
in Sales Through
Distributors and
Regional shops



80+ High Margin
Private and White
Label Clients



Industry leading Trade
Show Driving Brand
Awareness and Market
Leadership Presence.



Actively Exploring
Strategic Investments in
Cannabis in International
legal markets. Preparing
for possible Legalization
in USA.



Expanding Trade Show
Into Other Verticals,
With Possible Shows
in Health, Wellness
& Beauty in 2022.



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How **WE** Capture The Growing Market

- Strong Presence and loyalty from Manufacturing
- Name recognition for one of the Largest CBD Trade Shows
- Quality service and reputation
- Vertical integration and complete service offering
- Direct to Consumer growth of In-House Brands
- Wholesale and Distributor relationships for In-House Brands
- Lowest possible COGS of any Brand
- Acquisition last year of additional CBD Brand
- Future Strategic Acquisitions that gain us market share
- We can lower all costs of production, distribution, overhead, insurance, and employees of any future acquisition, creating synergies, growth and higher profits



Trade Show Network

- We formed the world's largest CBD trade show: CBD.io
- Expand CBD Trade Show to Multiple Locations & Events
- Expand & Create New Trade Show Platforms to Grow Brand Recognition in Health, Beauty, and Wellness
- Expand Trade Shows Platform Into Cannabis*

CBD.io Convention

Largest CBD/Hemp Trade Show

- Wholesale Buyers
- Retail Consumers
- International Clients
- Distributors
- Media Partnerships

2018 Revenue:

\$750k

Exhibitors:

150

2019 Revenue:

\$1400k

Exhibitors:

300



Capturing Market Segments



**Botanical
Health &
Wellness**



Beauty



**Pet
Care**



**Trade
Shows**



**Rare
Cannabinoids**



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Executive Team

**Allan
Marshall**

CEO & Chairman

Founder of XPO Logistics (NYSE)
Founder of US Transportation, Sold to Professional Transportation Group
Nasdaq 2001

**Andrew
Norstrud**

CFO

CFO of XPO Logistics
Certified Public Accountant with more than a decade of experience in private and public sectors.

**Nathan
Stavseth**

CMO

Digital Marketing Expert, responsible for over \$100M in online, DTC sales

**Olivia
Marshall**

CBO

Hypergrowth specialist behind DTC brands, cultivating a coherent message for consumer experience

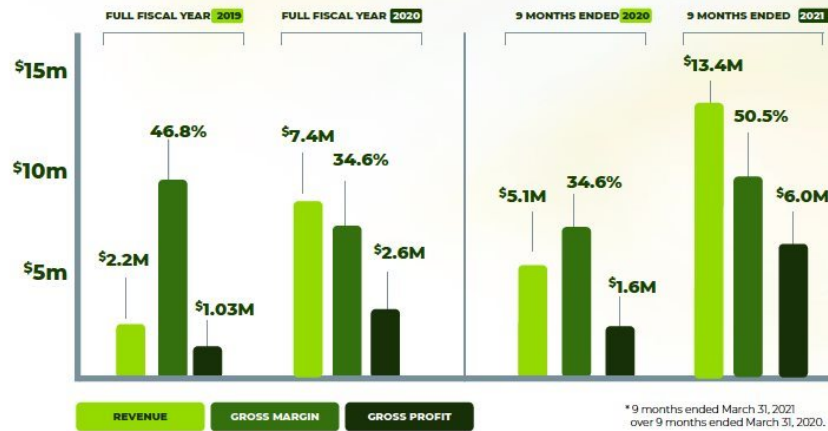
**Robb
Hackett**


President

Founder of One Hit Wonder Inc., Steam Distribution, SWCH, and CBD.io.

Growth+ Profitability

Maintaining growth and profitability in a largely unprofitable industry



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FOUNDED
2018



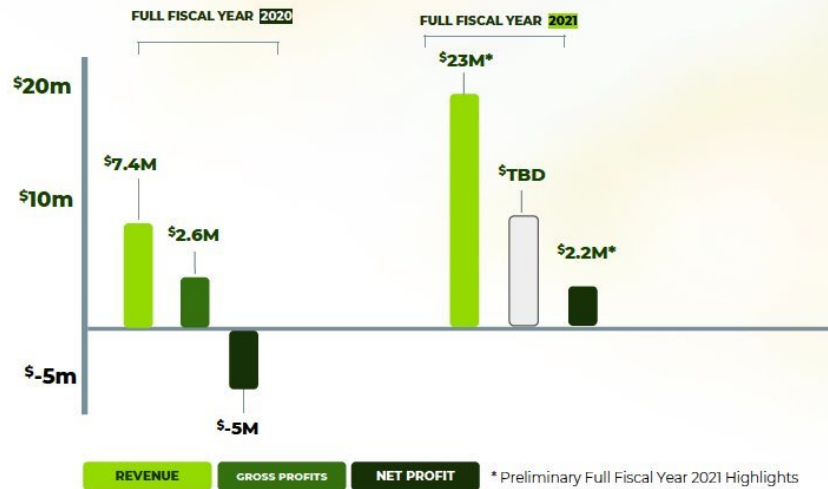
HEADQUARTERS
**Las Vegas
Nevada**



EMPLOYEES
90+

Growth+ Profitability

Maintaining growth and profitability in a largely unprofitable industry



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FOUNDED
2018

2020-2021
REVENUE GROWTH

310%

REACHED NET
PROFITABILITY

2021