

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

1. Name and Address of Reporting Person * <u>MARSHALL ALLAN</u> (Last) (First) (Middle) <u>1710 WHITNEY MESA DRIVE</u> <u>C/O GROVE INC.</u> (Street) <u>HENDERSON NV</u> <u>89014</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/26/2021</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) <u>06/24/2021</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 July 21, 2021 and be exercisable for a price of \$1.53 per option share for ten years from the Grant Date. *Amendment to vesting start date*
- N/A

/s/ Allan Marshall

08/26/2021

** 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.