

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Institutional Venture Management XIII, LLC</u>  (Last) (First) (Middle) 300 SAND HILL ROAD, BUILDING 2, SUITE 250  (Street) MENLO PARK CA 94025  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Honest Company, Inc. [ HNST ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2023	
	4. 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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/01/2023		J <sup>(1)(2)</sup>		25,100 <sup>(3)</sup>	A	\$2.89 <sup>(3)</sup>	96,558 <sup>(4)</sup>	I	By Institutional Venture Management XIII, LLC <sup>(5)</sup>
Common Stock								10,396,904	I	By Institutional Venture Partners XIII, L.P. <sup>(6)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Institutional Venture Management XIII, LLC  
 (Last) (First) (Middle)  
 300 SAND HILL ROAD, BUILDING 2, SUITE 250  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Institutional Venture Partners XIII, L.P.  
 (Last) (First) (Middle)  
 300 SAND HILL ROAD, BUILDING 2, SUITE 250  
 (Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Chaffee Todd C](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2,  
SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FOGELSONG NORMAN A](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2,  
SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Harrick Stephen J](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2,  
SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Miller J Sanford](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2,  
SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Phelps Dennis B](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2,  
SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

**Explanation of Responses:**

1. Eric Liaw has entered into a Director Compensation Assignment Agreement, pursuant to which he has agreed to assign the beneficial interest in any equity awards granted to him for his service as director of the Issuer to Institutional Venture Management XIII, LLC ("IVM XIII").
2. Pursuant to the Issuer's Non-Employee Director Compensation Policy, directors may elect to receive an award of restricted stock units (RSUs) in lieu of an annual cash retainer for their service on the board. In accordance with the Eric Liaw's election, Mr. Liaw was issued the RSUs for the annual retainer for fiscal year 2023. The RSUs vest in four installments on March 31, 2023, June 30, 2023, September 30, 2023 and December 31, 2023 and are payable in an equivalent number of shares of the Issuer's Common Stock.
3. The number of shares of RSUs is equal to \$72,500 divided by \$2.89, the average of the closing price of the Issuer's common stock on the Nasdaq Global Select Market for the 30 days prior to the date of grant.
4. Includes 73,715 RSUs which are payable in an equivalent number of shares of the Issuer's common stock.

5. The shares are held of record or beneficially by IVM XIII. Todd C. Chaffee, Norman A. Fogelsong, Stephen J. Harrick, J. Sanford Miller and Dennis B. Phelps, Jr. as the managing directors of IVM XIII, may be deemed to have shared beneficial ownership with respect to the shares held of record or beneficially by IVM XIII. Each of the foregoing entities and individuals disclaims beneficial ownership of the securities reported herein, except to the extent of its or his respective pecuniary interest therein.

6. The shares are held of record by Institutional Venture Partners XIII, L.P. ("IVP XIII"). IVM XIII is the general partner of IVP XIII. Todd C. Chaffee, Norman A. Fogelsong, Stephen J. Harrick, J. Sanford Miller and Dennis B. Phelps, Jr. as the managing directors of IVM XIII, may be deemed to have shared voting and dispositive power with respect to the shares held by IVP XIII. Each of IVM XIII and the managing directors disclaims beneficial ownership of the securities reported herein, except to the extent of its or his respective pecuniary interest therein.

**Remarks:**

<a href="#"><u>Institutional Venture Management XIII, LLC By: /s/ Tracy Hogan, Attorney-In-Fact</u></a>	<a href="#"><u>01/04/2023</u></a>
<a href="#"><u>Institutional VenturePartners XIII, L.P. By: Institutional Venture Management XIII, LLC, its General Partner By: /s/Tracy Hogan, Attorney-In-Fact</u></a>	<a href="#"><u>01/04/2023</u></a>
<a href="#"><u>/s/ Tracy Hogan, Attorney-In-Fact Todd C. Chaffee</u></a>	<a href="#"><u>01/04/2023</u></a>
<a href="#"><u>/s/ Tracy Hogan, Attorney-In-Fact Norman A. Fogelsong</u></a>	<a href="#"><u>01/04/2023</u></a>
<a href="#"><u>/s/ Tracy Hogan, Attorney-In-Fact Stephen J. Harrick</u></a>	<a href="#"><u>01/04/2023</u></a>
<a href="#"><u>/s/ Tracy Hogan, Attorney-In-Fact J. Sanford Miller</u></a>	<a href="#"><u>01/04/2023</u></a>
<a href="#"><u>/s/ Tracy Hogan, Attorney-In-Fact Dennis B. Phelps</u></a>	<a href="#"><u>01/04/2023</u></a>
** 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.

**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.**