SEC Form 4

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Sheehey Brendan	Honest Company, Inc. [HNST]	Director	10% Owner	
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2024	☑ Officer (give title below)	Other (specify below)	
12130 MILLENNIUM DRIVE, SUITE 500		General Counsel		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)		
LOS ANGELES CA 90094		☑ Form filed by One Reporting Person		
(City) (State) (Zip)		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	11/18/2024		M		55,000	A	$5.66	572,861[(1)]	D	
Common Stock	11/18/2024		S		55,000	D	$6.97[(2)]	517,861[(1)]	D	
Common Stock	11/18/2024		M		60,000	A	$5.66	577,861[(1)]	D	
Common Stock	11/18/2024		S		52,653	D	$7.05[(3)]	525,208[(1)]	D	

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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	$5.66	11/18/2024		M			60,000	(4)	07/30/2030	Common Stock	60,000	$0	22,500	D	
Employee Stock Option (Right to Buy)	$5.66	11/18/2024		M			55,000	(5)	07/30/2030	Common Stock	55,000	$0	0	D	

Explanation of Responses:

1. Includes 338,053 restricted stock units as of the transaction date which are payable in an equivalent number of shares of the Issuer's common stock.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $6.93 to $7.09, inclusive. The reporting person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $7.03 to $7.10, inclusive. The reporting person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.

4. The option is fully vested. Twenty-five percent (25%) of the option shares vested and became exercisable on June 8, 2021; and the remainder of the option shares vested and became exercisable in thirty-six (36) equal successive monthly installments thereafter.

5. The option is fully vested.

Remarks:

/s/ Brendan Sheehey, Attorney-in-Fact   11/20/2024

** 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.