SEC Form 4

FORM 4

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

OMB APPROVAL	
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☐ 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.

1. Name and Address of Reporting Person*
Vernon Carla
(Last) (First) (Middle)
12130 MILLENNIUM DRIVE
SUITE 500
(Street)
LOS ANGELES CA 90094
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Honest Company, Inc. [HNST]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
☑ Director ☐ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ 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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock	08/20/2026		S		117,893[(1)]	D	$4.99	3,828,558[(2)]	D	
Common Stock	08/20/2026		A		362,068[(3)]	A	$0	4,190,626[(4)]	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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
Performance Stock Unit	(5)	08/20/2026		A		362,068[(6)]		(7)	(8)	Common Stock	362,068	$0	362,068	D	

Explanation of Responses:

1. Pursuant to the approved sell-to-cover plan by the Compensation Committee for all executive officers, shares were sold solely to cover the associated tax liability upon the vesting of a previously granted award of Restricted Stock Units (RSUs).
2. Includes 2,361,668 RSUs which are payable in an equivalent number of shares of the Issuer's common stock.
3. The RSUs shall vest over a three-year period, with 50% of the RSUs vesting on February 19, 2028, and the remainder vesting on August 19, 2029, in each case subject to the reporting person's Continuous Service (as defined in the Issuer's 2021 Equity Incentive Plan) through each such date. The RSUs are payable in an equivalent number of shares of the Issuer's common stock.
4. Includes 2,723,736 RSUs which are payable in an equivalent number of shares of the Issuer's common stock.
5. The Performance Stock Units (PSUs) represent a contingent right to receive one share of the Issuer's common stock.
6. The number of PSUs reported represents the target award (100%); the number of PSUs ultimately earned may range from 0% to 200% of target.
7. The PSUs are subject to both service-based and stock price-based vesting conditions. The service-based condition will be satisfied as to 25% of the award on each of Aug. 20, 2027, 2028, 2029, and 2030, subject to the reporting person's Continuous Service as CEO through the applicable date. The stock price-based condition will be satisfied, if, during the four-year period beginning Feb. 20, 2027 and ending on Feb. 20, 2031, the average closing price per share of the Issuer's common stock over any 30 consecutive trading days equals or exceeds an applicable stock price hurdle. The number of PSUs eligible to vest will equal 50%, 100%, 150%, or 200% of the target award upon achievement of the applicable stock price hurdle of $6.50, $8.00, $9.50, or $11.00, respectively. Each PSU will vest on the first date on which both the applicable service-based and stock price-based conditions are satisfied.
8. No vesting occurs with respect to an average closing price over any 30 consecutive trading day that is below $6.50, and PSUs for which the stock price hurdle has not been achieved by the end of the performance period are forfeited.

Remarks:

/s/ Brendan Sheehey, Attorney-in-Fact 08/24/2026
** 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.