FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Machinatan	D C	20540	
Nashington,	D.C.	20049	

STATEMENT	OF CHAN	NGES IN BE	ENEFICIAL C	<b>WNERSHIP</b>

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Honest Company, Inc.				Issuer Name and Ticker or Trading Symbol     Honest Company, Inc. [ HNST ]      Date of Earliest Transaction (Month/Day/Year)							(Ch	eck all app	,	ng Per	rson(s) to Is  10% Over (see the content of the con	wner					
(Last)	(Fir	st) (N	Middle)			12/08/2023							belov			below)	specify				
	ILLENNIU	M DRIVE			4. If A	Amend	ment,	Date o	f Origina	al File	d (Month/Da	ıy/Yeaı	r)		6. Individual or Joint/Group Filing (Check Applicable						
SUITE 5	00													Line)  X Form filed by One Reporting Person							
(Street)																filed by Mo	•	J			
ANGEL	ES CA	9	0094		Rul	e 10	)b5-	1(c)	Tran	sac	tion Indi	icati	on								
(City)		Check to satisfy to	his box he affirr	to indic	cate that defense o	a trans	saction was mons of Rule 10	nade pu 0b5-1(d	ırsuan c). See	t to a co	ontract, instr ction 10.	uction or writt	en plar	n that is inte	nded to						
		Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	posed of	, or I	Bene	eficia	lly Own	ed					
Date			2. Transac Date (Month/Da	Execution Date,		3. Transaction Code (Instr. 8)  4. Securities Acqui Disposed Of (D) (In				5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	n: Direct or Indirect ostr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)							
									Code	v	Amount	(A (D	) or )	Price	Transa	action(s) 3 and 4)			(111501.4)		
Common Stock 12/08/2					2023		Α		112,908	908 <sup>(1)</sup> A		\$0	11	2,908		D					
Common Stock 12/08/2			2023			Α		51,659(2	,659 <sup>(2)</sup> A		\$0	164,567			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)	if any	emed ion Date, /Day/Year)	Date, Transaction of Code (Instr. Derivative		rative rities ired r osed ) : 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date		te Amount of Securities Underlying Derivative Security (Ins 3 and 4)		nstr.	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transactio (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				

## **Explanation of Responses:**

- 1. Pursuant to the Issuer's Non-Employee Director Compensation Policy, the reported securities represent the automatic initial grant of Restricted Stock Units (RSUs) to the Reporting Person upon his appointment to the Issuer's Board of Directors on December 8, 2023. The RSUs are payable in an equivalent number of shares of the Issuer's common stock. 1/3 of the RSUs shall vest on December 8, 2024, and 1/3 of the RSUs shall vest yearly thereafter, in each case subject to the Reporting Person's Continuous Service (as defined in the Issuer's 2021 Equity Incentive Plan) through the applicable vesting date.
- 2. Pursuant to the Issuer's Non-Employee Director Compensation Policy, the reported securities represent the automatic prorated annual grant of Restricted Stock Units (RSUs) to the Reporting Person upon his appointment to the Issuer's Board of Directors on December 8, 2023. The RSUs are payable in an equivalent number of shares of the Issuer's common stock. The RSUs shall vest in full on the earlier of (a) December 8, 2024, and (b) the date immediately prior to the date of the Issuer's 2024 Annual Meeting, subject to the Reporting Person's Continuous Service (as defined in the Issuer's 2021 Equity Incentive Plan) through the vesting date.

## Remarks:

/s/ Brendan Sheehey, Attorney-in-Fact 12/12/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.