

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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) 05/07/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/07/2021		C		1,891,254	A	(1)	3,260,104	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾
Common Stock	05/07/2021		C		4,126,434	A	(1)	7,386,538	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾
Common Stock	05/07/2021		C		2,275,788	A	(1)	9,662,326	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾
Common Stock	05/07/2021		C		765,624	A	(3)	10,427,950	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾
Common Stock	05/07/2021		C		138,596	A	(3)	10,566,546	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾
Common Stock	05/07/2021		C		1,030,358	A	(1)	11,596,904	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾

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				
Series A Convertible Preferred Stock	(1)	05/07/2021		C		1,891,254		(1)	(1)	Common Stock	1,891,254	\$0.00	0	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾
Series A-1 Convertible Preferred Stock	(1)	05/07/2021		C		4,126,434		(1)	(1)	Common Stock	4,126,434	\$0.00	0	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾

**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				
Series B Convertible Preferred Stock	(1)	05/07/2021		C			2,275,788	(1)	(1)	Common Stock	2,275,788	\$0.00	0	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾
Series C Convertible Preferred Stock	(3)	05/07/2021		C			724,388	(3)	(3)	Common Stock	765,624	\$0.00	0	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾
Series D Convertible Preferred Stock	(3)	05/07/2021		C			131,132	(3)	(3)	Common Stock	138,596	\$0.00	0	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾
Series E Convertible Preferred Stock	(1)	05/07/2021		C			1,030,358	(1)	(1)	Common Stock	1,030,358	\$0.00	0	I	By Institutional Venture Partners XIII, L.P. ⁽²⁾

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:

- Each share of Series A, Series A-1, Series B and Series E Preferred Stock automatically converted into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering (the "IPO") for no additional consideration, on a 1-for-1 basis, and had no expiration date.
- The shares are held of record by Institutional Venture Partners XIII, L.P. ("IVP XIII"). Institutional Venture Management XIII LLC ("IVM XIII") is the general partner of IVP XIII. Todd C. Chaffee, Norman A. Fogelson, 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.
- Each share of Series C and Series D Preferred Stock automatically converted into shares of Common Stock immediately prior to the closing of the Issuer's IPO on a 1-for-1.056925 basis, and had no expiration date.

Remarks:

[Institutional Venture Management XIII, LLC By: /s/ Tracy Hogan, Attorney-In-Fact](#) [05/11/2021](#)

[Institutional VenturePartners XIII, L.P. By: Institutional Venture Management XIII, LLC, its General Partner By: /s/Tracy Hogan, Attorney-In-Fact](#) [05/11/2021](#)

[/s/ Tracy Hogan, Attorney-In-Fact Todd C. Chaffee](#) [05/11/2021](#)

[/s/ Tracy Hogan, Attorney-In-Fact Norman A. Fogelson](#) [05/11/2021](#)

[/s/ Tracy Hogan, Attorney-In-Fact Stephen J. Harrick](#) [05/11/2021](#)

[/s/ Tracy Hogan, Attorney-In-Fact J. Sanford Miller](#) [05/11/2021](#)

[/s/ Tracy Hogan, Attorney-In-Fact Dennis B. Phelps](#) [05/11/2021](#)

** 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 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.