FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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

							` '													
Name and Address of Reporting Person* Kennedy Kelly J.						2. Issuer Name and Ticker or Trading Symbol Honest Company, Inc. [HNST]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
						<u> </u>									Direc			10% O\	-	
(Last)	3. Date of Earliest Transaction (Month/Day/Year)									X	belov	er (give title w)		Other (specify below)						
12130 M	05/22/2023								EVP and CFO											
12130 IV.	4 15 0	A If A considerant Data of Original Filed (Atanth 15 20)									C Individual or Isiat/Crown Filian (Charles Armiralia									
						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)		_												X Form filed by One Reporting Person						
LOS AN	GELES CA	A 9	0094											Form filed by More than One Reporting						
,															Person					
(City)	Rule 10b5-1(c) Transaction Indication																			
_																				
							saction was r ions of Rule 1					ruction or wr	itten p	lan that is int	ended to					
		Table	I - No	n-Deriva	tive S	ecur	ities	Acc	uired,	Dis	posed of	, or E	Benefic	ially	Owr	ned				
1. Title of	Security (Ins	tr. 3)		2. Transacti	Execution Date,			3. 4. Securities Acquired (A					A) or 5. Amount of		unt of	6. Ownership		7. Nature		
		•		Date (Month/Day)				ate,	Transaction Disposed Of (D Code (Instr. 5)			Of (D) (Instr. 3, 4 and		and	Securities Beneficially				of Indirect Beneficial	
(Monune				(th/Day/Year)						Owne		d În		direct (I)	Ownership (Instr. 4)		
											(Δ)	or	Repor		rted		113(1.4)	(1130.4)		
									Code	l۷	Amount	(a)	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)					
Common	Stock			05/22/20	023			S		6,801(1)	D \$1.5		8 ⁽²⁾ 970,923 ⁽³⁾),923 ⁽³⁾	3 ⁽³⁾ D				
		T-1-	0	e Securities Acquired, Disposed of, or Beneficial								ally Owned								
		iab	ie II -								osea ot, convertib				wneر	a				
			1	771		13, V		uits,	.			1		_					1	
1. Title of Derivative	2. Conversion	3. Transaction Date		eemed ution Date,	4. Transa	ction	5. Number		6. Date Exerc			7. Titl Amou			ice of vative	9. Number derivative		10. Ownership	11. Nature of Indirect	
Security			if any		Code (Instr.				(Month/Day/Year)			Securities Underlying Derivative		Security (Instr. 5)		Securities		Form:	Beneficial	
(instr. 3)			(Mont	in/Day/Year)										(inst	r. 5)	Beneficially Owned		Direct (D) or Indirect	Ownership (Instr. 4)	
						Acquired (A) or		Securit			ity 3 and 4)		Following Reported			(I) (Instr. 4)				
					Disposed		osed	(""			(o una 4,			Transaction(s)		(s)			
				of (D) (Instr. and 5)		of (D) (Instr. 3, 4									(Instr. 4)					
						5)														
												Amount								
										or Number										
					Code	l _v	(A)	(D)	Date Exercis	ahle	Expiration Date	Title	of Shares							

Explanation of Responses:

- 1. Shares were sold solely to cover the associated tax liability upon the vesting of a previously granted award of Restricted Stock Units (RSUs).
- 2. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.58 to \$1.62, 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. Includes 702,169 RSUs which are payable in an equivalent number of shares of the Issuer's common stock.

Remarks:

<u>/s/ Brendan Sheehey,</u> <u>Attorney-in-Fact</u> <u>05/23/2023</u>

** 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.