

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Dahnke Scott Arnold</u>			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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>12130 MILLENNIUM DRIVE, SUITE 500</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LOS ANGELES CA 90094</u>								
(City)	(State)	(Zip)						

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		1,934,226	A	(1)	22,847,364	I	By THC Shared Abacus, LP ⁽²⁾
Common Stock	05/07/2021		C		3,239,594	A	(3)	26,086,958	I	By THC Shared Abacus, LP ⁽²⁾
Common Stock	05/07/2021		C		5,100,790	A	(4)	31,187,748	I	By THC Shared Abacus, LP ⁽²⁾
Common Stock	05/07/2021		S		19,017,945	D	\$16	12,169,803	I	By THC Shared Abacus, LP ⁽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 Preferred Stock	(1)	05/07/2021		C		1,934,226		(1)	(1)	Common Stock	1,934,226	\$0.00	0	I	By THC Shared Abacus, LP ⁽²⁾
Series A-1 Preferred Stock	(3)	05/07/2021		C		3,239,594		(3)	(3)	Common Stock	3,239,594	\$0.00	0	I	By THC Shared Abacus, LP ⁽²⁾
Series F Preferred Stock	(4)	05/07/2021		C		5,100,790		(4)	(4)	Common Stock	5,100,790	\$0.00	0	I	By THC Shared Abacus, LP ⁽²⁾

Explanation of Responses:

- The shares of Series A Preferred Stock converted into shares of Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering, and had no expiration date.
- Shares are held by THC Shared Abacus, LP. C8 Management, L.L.C. is the general partner of THC Shared Abacus, LP, and the management of C8 Management, L.L.C. is controlled by a managing board. J. Michael Chu and Scott A. Dahnke are the members of the managing board of C8 Management, L.L.C. and as such could be deemed to share voting control and investment power over shares that may be deemed to be beneficially owned by the entities affiliated with Catterton Management Company, L.L.C., but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. The address of the entities and individuals mentioned in this footnote is 599 West Putnam Avenue, Greenwich, CT 06830.
- The shares of Series A-1 Preferred Stock converted into shares of Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering, and had no expiration date.
- The shares of Series F Preferred Stock converted into shares of Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering, and had no expiration date.

Remarks:

/s/ Brendan Sheehey, Attorney-in-Fact 05/10/2021

** 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.

