| SEC Form 4 |  |
|------------|--|
|------------|--|

 $\square$ 

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

|  | Check this box if no longer subject to<br>Section 16. Form 4 or Form 5<br>obligations may continue. See<br>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

| 1. Name and Addres   | 1 0                      | on*                   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>Honest Company, Inc.</u> [ HNST ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |  |  |  |  |  |  |  |
|--|--------------------------|-----------------------|--|--|--|--|--|--|--|--|--|
| (Last)   | (First)<br>NIUM DRIVE, S | (Middle)<br>GUITE 500 | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/07/2021                             | X  | Director<br>Officer (give title<br>below)<br>Chief Executive ( | 10% Owner<br>Other (specify<br>below)<br>Officer |  |  |  |  |  |
| (Street)<br>LOS ANGELES  | СА                       | 90094                 | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                   | 6. Indiv<br>Line)<br>X   | dual or Joint/Group Filing (<br>Form filed by One Repor        |  |  |  |  |  |  |
| (City)   | (State)                  | (Zip)                 |  |  | Form filed by More than (<br>Person                            | One Reporting                                    |  |  |  |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                          |                       |  |  |  |  |  |  |  |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |      |   |        |                     |     | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership        |
|---------------------------------|--|---|------|---|--------|---------------------|-----|---|---|--|
|                                 |  |   | Code | v | Amount | (A) or<br>(D) Price |     | Transaction(s)<br>(Instr. 3 and 4)  |   | (Instr. 4)   |
| Common Stock                    | 05/07/2021                                 |   | С    |   | 88,278 | A                   | (1) | 88,278  | I   | By<br>Nikolaos<br>and<br>Angela<br>Vlahos<br>2006<br>Trust |

 
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deri<br>Seci<br>Acq<br>(A) o<br>Disp<br>of (E | umber<br>vative<br>urities<br>uired<br>or<br>oosed<br>o) (Instr.<br>and 5) | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | ate                | d 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|---|--|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)   | (D)  | Date<br>Exercisable                            | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Series D<br>Preferred<br>Stock                      | (1)   | 05/07/2021                                 |   | С                            |   |   | 83,524   | (1)  | (1)                | Common<br>Stock   | 88,278                                 | \$0.00  | 0  | Ī  | By<br>Nikolaos<br>and Angela<br>Vlahos<br>2006 Trust               |

Explanation of Responses:

1. The shares of Series D Preferred Stock converted into shares of Common Stock on a 1-for-1.056925 basis immediately prior to the closing of the Issuer's initial public offering, and had no expiration date.

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

<u>in-Fact</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.