

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Dahnke Scott Arnold</u>  (Last) (First) (Middle) 12130 MILLENNIUM DRIVE, SUITE 500  (Street) LOS ANGELES CA 90094  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2022	
	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 (RSUs)	01/01/2022		A <sup>(1)</sup>		6,188	A	\$0	18,637	D <sup>(2)(3)</sup>	
Common Stock								12,169,803	I	By THC Shared Abacus, LP <sup>(4)</sup>

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- Pursuant to the Issuer's Non-Employee Director Compensation Policy, directors may elect to receive an award of restricted stock units (RSUs) in lieu of an annual cash retainer for their service on the board. In accordance with the reporting person's election, the reporting person was issued the RSUs for the fiscal year 2022. The RSUs vest in four installments on March 31, 2022, June 30, 2022, September 30, 2022 and December 31, 2022 and are payable in an equivalent number of shares of the Issuer's Common Stock.
- Scott A. Dahnke has entered into a Nominee and Indemnity Agreement, pursuant to which he has agreed that all equity awards granted to him for his service as director of the Issuer are held, from the date of grant, for the benefit of L Catterton VIII, L.P and L Catterton VIII Offshore, L.P. (together, "L Catterton VIII"). L Catterton VIII, together with Catterton Managing Partner VIII, L.L.C as the general partner of L Catterton VIII, and C8 Management, L.L.C, as the managing member of Catterton Managing Partner VIII, L.L.C. (each of the foregoing, the "Catterton Entities"), may be deemed to have shared beneficial ownership of the equity awards granted to and held by Scott A. Dahnke. Solely for purposes of Section 16 of the Securities and Exchange Act of 1934, the L Catterton Entities and THC Shared Abacus, LP may be deemed directors by deputation with respect to the Issuer.
- The reporting person disclaims beneficial ownership of, and all right title and interest in, the Shares reported as directly held by the reporting person herein, except to the extent of his pecuniary interest in respect of such Shares beneficially owned indirectly by the L Catterton Entities.
- 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 its managing members. J. Michael Chu and Scott A. Dahnke are the managing members 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.

Remarks:

/s/ Brendan Sheehy,  
Attorney-in-Fact

02/24/2022

\*\* 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.

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