

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

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).

1. Name and Address of Reporting Person* <u>EASTERLY AARON</u> (Last) (First) (Middle) C/O ROVER GROUP, INC. 720 OLIVE WAY, 19TH FLOOR (Street) SEATTLE WA 98101 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ROVER GROUP, INC. [ROVR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2023</u>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/01/2023		M		72,696	A	(1)	3,369,943	D	
Class A Common Stock	03/01/2023		F		29,626	D	\$4.31	3,340,317	D	
Class A Common Stock	03/02/2023		M		246,686	A	\$0.36	3,587,003	D	
Class A Common Stock	03/02/2023		M		192,091	A	\$1.04	3,779,094	D	

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
Restricted Stock Units	(1)	03/01/2023		M			72,696	(2)	(2)	Class A Common Stock	72,696	\$0.00	760,288	D	
Stock Option (right to buy)	\$1.04	03/02/2023		M			192,091	(3)	12/20/2026	Class A Common Stock	192,091	\$0.00	648,310(4)	D	
Stock Option (right to buy)	\$0.36	03/02/2023		M			246,686	(5)	12/16/2024	Class A Common Stock	246,686	\$0.00	323,946(6)	D	

Explanation of Responses:

- Restricted stock units ("RSUs") convert into Rover Group, Inc. Class A common stock on a one-for-one basis.
- On November 2, 2021, the reporting person was granted 448,300 RSUs. On December 1, 2021, 3/16ths of the RSUs vested. 1/16th of the RSUs shall vest on the first of the month every three months thereafter. On March 3, 2022, the reporting person was granted 714,846 RSUs. On June 1, 2022, 1/16th of the RSUs vested. 1/16th of the RSUs shall vest on the first of the month every three months thereafter. Vested RSUs that meet all settlement requirements will be settled as soon as practicable after vesting, but no later than 60 days after vesting.
- The shares subject to the option fully vested on December 16, 2020.
- Includes 648,310 stock options with the same exercise price, vesting terms and expiration date that was previously reported separately on the reporting person's Form 3 filed on August 9, 2021.
- The shares subject to the option fully vested on November 11, 2018.
- Includes 323,946 stock options with the same exercise price, vesting terms and expiration date that was previously reported separately on the reporting person's Form 3 filed on August 9, 2021.

Remarks:

/s/ Melissa Weiland, attorney in fact on behalf of EASTERLY AARON 03/03/2023

** 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.