

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2023-03-03** | Period of Report: **2023-03-01**

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REPORTING OWNER

Leslie Kristina M

CIK: **1307207**

Type: **4** | Act: **34** | File No.: **001-39774** | Film No.: **23705766**

Mailing Address
*DREAMWORKS ANIMATION
SKG, INC.
1000 FLOWER STREET
GLENDALE CA 91201*

ISSUER

ROVER GROUP, INC.

CIK: **1826018** | IRS No.: **000000000** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **7200** Personal services

Mailing Address
*720 OLIVE WAY, 19TH
FLOOR
SEATTLE WA 98101*

Business Address
*720 OLIVE WAY, 19TH
FLOOR
SEATTLE WA 98101
(888) 453-7889*

FORM 4

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

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION**

Washington, D.C. 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Leslie Kristina M (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 ROVER GROUP, INC. [ROVR] 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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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)
Class A Common Stock	03/01/2023		M	3,502	A (1)	31,516	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 of Derivative Security: 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				
Restricted Stock Units	(1)	03/01/2023		M			3,502	(2)	(2)	Class A Common Stock	3,502	\$ 0	38,509	D	

Explanation of Responses:

1. Restricted stock units ("RSUs") convert into Rover Group, Inc. Class A common stock on a one-for-one basis.

2. On November 2, 2021, the reporting person was granted 42,021 RSUs. On February 23, 2022, 1/3rd of the RSUs vested. 1/12th of the RSUs shall vest on the first of every March, June, September, and December thereafter, until fully vested. Vested RSUs that meet all settlement requirements will be settled as soon as practicable after vesting, but no later than 60 days after vesting.

Signatures

/s/ Melissa Weiland, attorney in fact on behalf of Leslie Kristina M

** Signature of Reporting Person

03/03/2023

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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Rover Group, Inc. (the "Company"), hereby constitutes and appoints Barbara Mery and each of the responsible attorneys and paralegals of Wilson Sonsini Goodrich & Rosati, Professional Corporation, and Melissa Weiland of the Company, the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms ID, 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 19, 2021.

/s/ Kristina M. Leslie
Kristina M. Leslie