



August 30, 2022

***VIA EDGAR TRANSMISSION***

Office of Trade & Services  
Division of Corporation Finance  
United States Securities and  
Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549  
Attention: Robert Shapiro  
Doug Jones

**Re: Grocery Outlet Holding Corp.  
Form 10-K for the Fiscal Year Ended January 1, 2022  
Filed March 2, 2022  
Form 10-Q for the Interim Period Ended July 2, 2022  
Filed August 10, 2022  
File No. 001-38950**

Dear Mr. Shapiro and Mr. Jones,

In your letter dated August 16, 2022 (the "Staff Comment Letter"), you requested that we respond to your comments regarding our Form 10-K for the Fiscal Year Ended January 1, 2022 and Form 10-Q for the Interim Period Ended July 2, 2022 within ten business days or advise you when we would provide a response.

As discussed during our telephone conversation with Mr. Shapiro today, August 30, 2022, we are hereby requesting an extension of time to provide a response to the Staff Comment Letter. As discussed, we intend to submit our response no later than September 23, 2022. Please advise if there are any issues with such request.

Sincerely,

/s/ Charles C. Bracher

Charles C. Bracher  
Chief Financial Officer