**STRICTLY UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**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

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1. **Name and Address of Reporting Person**
   Burke Pamela B.
   
   (Last)   (First)   (Middle)
   C/O GROCERY OUTLET HOLDING CORP., 5650 HOLLIS STREET
   (Street)
   EMERYVILLE CA 94608
   (City)   (State)   (Zip)

2. **Issuer Name andTicker or Trading Symbol**
   Grocery Outlet Holding Corp. [ GO ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   08/10/2023

4. **Relationship of Reporting Person(s) to Issuer**
   10% Owner
   Other (specify below)
   Chief Stores Officer

5. **Rule 10b5-1(c) Transaction Indication**
   X Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/10/2023</td>
<td></td>
<td>D</td>
<td>5,797 ($35)</td>
<td>50,490 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted on March 7, 2023.

**Remarks:**

/s/ Lauri Fischer, Lauri Fischer  
Attorney-in-Fact  
08/14/2023

**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).


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.