FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL										
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0.5

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

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

4.11					2 100	uer Na	me ar	nd Tick	er or Tr	ading	Symbol			5 Rel	ationshir	of Reportin	na Pe	rson(s) to Is	suer
1. Name and Address of Reporting Person* BACHMAN JOHN E.					2. Issuer Name and Ticker or Trading Symbol Grocery Outlet Holding Corp. [GO]										k all app Direc	licable)	ig i c	10% O	
(Last)	(Fir	rst) (N	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/14/2024										Office	er (give title v)		Other (s	specify
C/O GROCERY OUTLET HOLDING CORP. 5650 HOLLIS STREET						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(Street) EMERYVILLE CA 94608														Form filed by More than One Reporting Person					
(City)	(St	Rule 10b5-1(c) Transaction Indication 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.																	
		Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	posed of	, or B	Benefi	cially	/ Own	ed			
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day					Exec if any	Deemed cution Date, y nth/Day/Year)		3. Transaction Code (Instr. 5)					4 and Secu Bene Own		ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	Amount	(A) (D)	(A) or (D) Price		Reported Transaction(s) (Instr. 3 and 4)				(111501. 4)				
Common	2024				P		5,000	A	. \$2	20.24	20	20,872		D					
Common	/2024				P		5,000	A	\$1	9.95	25,872		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)	if any	emed ion Date, /Day/Year)	4. Transa Code (8)	nstr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		rative rities ired r osed) : 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date			7. Title and Amount of Securities Underlying Derivative Security (Ins: 3 and 4) Amou or Numb of Title Share		nt er		9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

Remarks:

/s/ Lauri Fischer, Lauri Fischer, attorney-in-fact

05/14/2024

** 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.