FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT	OF CHANGE	S IN BENEFICIAL	OWNERSHIP

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Alterman Kenneth W.						2. Issuer Name <b>and</b> Ticker or Trading Symbol Grocery Outlet Holding Corp. [ GO ]								5. Relationship of Reporting Person(s) to Issue (Check all applicable)  Director 10% Owner					
(Last)	(Fir	est) (M	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 06/03/2024								Officer (give titl below)			е		(specify
C/O GROCERY OUTLET HOLDING CORP. 5650 HOLLIS STREET				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person						
(Street)	VILLE CA	Λ 9	4608											Form filed by More than One Reporting Person					
(City)	(St	ate) (Z	Zip)		Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Ir								suant to a						
		Table	I - No	n-Deriva	tive S	Secu	rities	Acc	uired	, Dis	posed of	, or E	Benefic	ally C	Owne	ed			
1. Title of Security (Instr. 3)  2. Transacti Date (Month/Day			Execution Date,					Acquired (A) or (D) (Instr. 3, 4 and		d Sec Ber Ow	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount	(A) o (D)	r Price	Tra	Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 06/03/2			)24			A		6,803(1)	A	\$0	$\top$	45,511		D					
Common Stock													39,592		592	I		Held through Alterman Revocable Trust <sup>(2)</sup>	
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)	Title of 2. 3. Transaction 3A. Deemed Execution Date curity or Exercise (Month/Day/Year) if any C.			4. Transa	1. 5. Nur Fransaction of Code (Instr. Deriva		mber rative rities ired r osed )	6. Date Exercisable a Expiration Date		cisable and			8. Price of Derivative Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount or Number of Shares	r					

## **Explanation of Responses:**

1. Represents 6,803 restricted stock units ("RSUs") granted to the reporting person which are scheduled to vest on the earlier of (i) the date of the next annual meeting of stockholders following the date of grant; or (ii) June 3, 2025, subject to the continued service of the reporting person through such vesting date. The RSUs represent the annual equity retainer under the Issuer's non-employee director compensation policy.

2. Reflects shares directly held by the Alterman Revocable Trust of which Mr. Alterman is a Trustee.

## Remarks:

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

06/05/2024

\*\* 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.