FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549	
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Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1/h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* Read S. MacGregor Jr.						2. Issuer Name and Ticker or Trading Symbol Grocery Outlet Holding Corp. [GO]									eck all app	ationship of Reportin all applicable) Director		erson(s) to Is	
	`	UTLET HOLDIN	Middle) NG CO	RP.	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2020										Office below	er (give title v)		Other (below)	specify
		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicatione)						
(Street) EMERY	VILLE C.	A 9	4608												Form	Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(S	tate) (Z	Zip)																
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
'''' ''' '			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			A) or , 4 and	Benefi	ties cially I Following	Forr (D)	n: Direct	7. Nature of Indirect Beneficial Ownership	
					Code	v	Amount	(A) (D)	or F	rice	Transa	action(s) 3 and 4)			(Instr. 4)				
Common	Common Stock 05/1				2020				A		2,712(1)	A	4	\$0.00	2,712			D	
Common	Stock														2,3	07,975			By Trust ⁽²⁾
Common	Stock														2,3	07,975	7,975 I		By Trust ⁽³⁾
	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)	Execution Date,			4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Exercion Da		7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		1	B. Price of Derivative Gecurity Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amor or Num of Share	ber					

- 1. Represents 2,712 restricted stock units granted to the reporting person which are scheduled to vest on March 1, 2021, subject to the continued service of the reporting person through such vesting date.
- $2. \ Reflects \ shares \ directly \ held \ by \ the \ Nordlingen \ Trust \ dated \ 1/23/2012, \ as \ amended \ and \ restated \ 9/17/2014 \ of \ which \ Mr. \ Read \ is \ a \ Trustee.$
- $3.\ Reflects\ shares\ directly\ held\ by\ the\ Redmond\ Trust\ dated\ 10/19/2003,\ as\ amended\ and\ restated\ 9/17/2014\ of\ which\ Mr.\ Read\ is\ a\ Trustee.$

The reporting person disclaims beneficial ownership of all indirectly held securities except to the extent of his pecuniary interest therein.

/s/ Pamela B. Burke, Pamela B. Burke, as Attorney-In-Fact

05/15/2020

** 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.