SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Read S. MacGregor Jr.	Grocery Outlet Holding Corp. [GO]	X Director — 10% Owner — Officer (give title below) — Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2020	
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)
(Street) EMERYVILLE CA 94608		X Form filed by One Reporting Person — Form filed by More than One Reporting Person
(City) (State) (Zip)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/13/2020		A		2,712[1]	A	$0.00	2,712	D	
Common Stock								2,307,975	I	By Trust[2]
Common Stock								2,307,975	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

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.

Remarks:

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