

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

**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

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

1. Name and Address of Reporting Person* <u>Bracher Charles</u>  (Last) (First) (Middle) <u>C/O GROCERY OUTLET HOLDING CORP.</u> <u>5650 HOLLIS STREET</u>  (Street) <u>EMERYVILLE CA 94608</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Grocery Outlet Holding Corp. [ GO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/08/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/10/2020</u>	

**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	04/08/2020		M		46,875 <sup>(2)</sup>	A	\$7.13	88,965	D	
Common Stock	04/08/2020		s <sup>(1)</sup>		46,875 <sup>(2)</sup>	D	\$36.49 <sup>(2)</sup>	42,090	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)	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
Stock Options (Right to Buy)	\$7.13	04/08/2020		M			46,875 <sup>(2)</sup>	(3)	11/25/2024	Common Stock	46,875 <sup>(2)</sup>	\$0.00	296,406 <sup>(2)(4)</sup>	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a previously adopted Rule 10b5-1 trading plan.
- The original Form 4, filed on April 10, 2020, incorrectly reported that on April 8, 2020 the reporting person exercised 65,625 of the options reflected in Table II above and sold all of the shares received in respect of such options on such date. The original Form 4 is hereby amended to reflect that on April 8, 2020, the reporting person exercised only 46,875 of the options reflected on Table II above and sold all of the shares received in respect of such options on such date as shown in Table I above. The price received by the reporting person in respect of such share sales in Column 4 of Table I has also been corrected.
- Represents stock options granted on November 25, 2014 which vested in five equal installments on each of the first five anniversaries of the grant date.
- Does not include an additional 105,967 stock options with an exercise price of \$3.81 which are eligible to vest upon the achievement of certain performance-based vesting conditions.

**Remarks:**

/s/ Pamela B. Burke, Pamela B. Burke, as Attorney-In-Fact 04/24/2020

\*\* 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.