

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>McMahon Thomas H.</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) _____ See Remarks		
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2020</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

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		8,678 ⁽¹⁾	A	\$0.00	99,873	D	
Common Stock	05/14/2020		M		25,000	A	\$7.13	124,873	D	
Common Stock	05/14/2020		s ⁽²⁾		25,000	D	\$37	99,873	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	05/14/2020		M			25,000	(3)	11/25/2024	Common Stock	25,000	\$0.00	66,352	D	

Explanation of Responses:

- Represents 8,678 restricted stock units ("RSUs") granted to the reporting person, of which 2,892 RSUs are scheduled to vest on March 1, 2021, 2,892 RSUs are scheduled to vest on March 1, 2022 and 2,894 RSUs are scheduled to vest on March 1, 2023, in each case, subject to the continued service of the reporting person through such vesting dates. Does not include up to an additional 13,016 unvested performance stock units at target achievement (or up to an additional 26,032 unvested performance stock units at maximum achievement) which are eligible to vest upon the achievement of certain performance-based vesting conditions.
- The sales reported in this Form 4 were effected pursuant to a previously adopted Rule 10b5-1 trading plan.
- 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.

Remarks:

EVP, West, Sales & Merchandising

/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.