

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date Earliest Event reported):  
November 12, 2019**

**Grocery Outlet Holding Corp.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38950**  
(Commission  
File Number)

**47-1874201**  
(IRS Employer  
Identification No.)

**5650 Hollis Street  
Emeryville, California 94608  
(510) 845-1999**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, par value \$0.001 per share	GO	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

This Current Report on Form 8-K is filed by Grocery Outlet Holding Corp., a Delaware corporation (the “Company”), in connection with the matters described herein.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 12, 2019, the board of the directors of the Company (the “Board”) elected John (“Jeb”) E. Bachman to the Board as a Class I director and appointed him as Chairman of the Board’s Audit and Risk Management Committee, in each case effective on November 12.

On November 12, 2019, the Board also elected Mary Kay Haben to the Board as a Class II director and appointed her to serve as a member of the Board’s Audit and Risk Management Committee and the Board’s Nominating and Corporate Governance Committee, in each case effective on November 14.

In connection with the appointments of Mr. Bachman and Ms. Haben, the size of the Board was increased from nine to eleven members.

Mr. Bachman and Ms. Haben will receive compensation as non–employee directors in accordance with the Company’s non–employee director compensation policy described in “Executive Compensation–Director Compensation” of the Company’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on October 4, 2019.

## Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned hereunto duly authorized.

Grocery Outlet Holding Corp.

By: /s/ Pamela B. Burke

Name: Pamela B. Burke

Title: Chief Administrative Officer, General  
Counsel and Secretary

Date: November 18, 2019