FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

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

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

				_		. ,													
Name and Address of Reporting Person * Read S. MacGregor, Ir.				2. Issuer Name and Ticker or Trading Symbol Grocery Outlet Holding Corp. [GO]							(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Kedu 5. MidCGIegol JI.													X	Director			10% Ow	ner	
(Last) (First) (Middle) C/O GROCERY OUTLET HOLDING CORP.					3. Date of Earliest Transaction (Month/Day/Year) 04/27/2020									Officer (below)	give title		Other (specify below)		
				L															
5650 HOLLIS STREET						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
												X	X Form filed by One Reporting Person						
EMERYVILLE CA 94608												Form filed by More than One Reporting Person							
	(State)	(Zip)																	
	Tá	able I - Nor	n-Deriva	ativ	/e Se	ecuritie	s Ac	quired,	Dis	posed o	of, or B	ene	ficially	Owned					
Date								Transaction Dispose Code (Instr.		rities Acquired (A) o ed Of (D) (Instr. 3, 4		A) or , 4 and 5	Securities Beneficia Owned Fo	s Formulay (D) (ollowing (I) (I		Direct I Indirect E tr. 4) (7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)		Price	Transacti	ction(s)			Instr. 4)	
														wned					
		r) if any	Co	ansaction ode (Instr.		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)			of Securities Underlying		curity	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	ly	Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Co	de	v	(A)	(D)	Date Exercisal			Title	or Nu	mber		(Instr. 4)	J11(3)			
\$ 3.81	04/27/2020		A	(1)		397,374		(1)	1	0/21/2024	Commo Stock	n 39	7,374	\$ 0.00	1,357,63	14	D		
	. MacGi OCERY C DLLIS STI VILLE Security (Ir	(First) OCERY OUTLET HOLDID DLLIS STREET VILLE CA (State) Ta Security (Instr. 3) 2. Conversion or Exercise Price of Date (Month/Day/Year) Derivative Security	(First) (Middle) OCERY OUTLET HOLDING CORP. DLLIS STREET VILLE CA 94608 (State) (Zip) Table I - Nor Security (Instr. 3) Table II - I Conversion or Exercise Price of Date (Month/Day/Year) Perivative Security (Month/Day/Year)	(First) (Middle) OCERY OUTLET HOLDING CORP. OLLIS STREET VILLE CA 94608 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) Table II - Derivat (e.g., p (Month/IDay/Year) 2. Transaction Date (Month/IDay/Year) Or Exercise Price of Derivative Security A Transaction (Month/IDay/Year) A Transaction Date (Month/IDay/Year) A Transaction (Month/IDay/Year) Conversion (Month/IDay/Year)	(First) (Middle) CCERY OUTLET HOLDING CORP. DLLIS STREET Table I - Non-Derivative (e.g., puts) Conversion or Exercise Price of Derivative Security Security Security (Month/Day/Year) A. Table II - Derivative (e.g., puts) A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code Code	(First) (Middle) OCERY OUTLET HOLDING CORP. OLLIS STREET VILLE CA 94608 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) OCONVEYSION (MONTH/Day/Year) Table III - Derivative Security (Month/Day/Year) (Month/Day/Year) Todde (Instr. 8)	. MacGregor Jr. (First) (Middle) DCERY OUTLET HOLDING CORP. DLLIS STREET VILLE CA 94608 (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Transaction Date (month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 3. Date of Earliest 04/27/2020 4. If Amendment, II 2. Transaction Date (Month/Day/Year) (e.g., puts, calls, warr (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Code V (A)	(First) (Middle) OCERY OUTLET HOLDING CORP. OLLIS STREET Table I - Non-Derivative Securities Acquestif any (Month/Day/Year) Table II - Derivative Securities Acquestif any (Month/Day/Year) Code (Instr. 3, 4 and 5) Code V (A) (D)	. MacGregor Jr. (First) (Middle) OCERY OUTLET HOLDING CORP. DLLIS STREET Table I - Non-Derivative Securities Acquired, Security (Instr. 3) Table II - Derivative Securities Acquired, Month/Day/Year) Table II - Derivative Securities Acquired, Code (Month/Day/Year) Table II - Derivative Securities Acquired, Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (Mod4/27/2020) 4. If Amendment, Date of Original 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Code Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option Code (Instr. 8) 2. Code (Month/Day/Year) Conversion or Exercise (Month/Day/Year) Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisal	Grocery Outlet Holding Co (First) (Middle) OCERY OUTLET HOLDING CORP. OLLIS STREET Table I - Non-Derivative Securities Acquired, Disponsor Execution Date, (Month/Day/Year) Table II - Derivative Securities Acquired, Disponsor Exercise Price of Derivative Security Table II - Derivative Securities Acquired, Disponsor Exercise (Month/Day/Year) Table II - Derivative Securities Acquired, Disponsor Security Table II - Derivative Securities Acquired, Disponsor Securities Acquired, Disponsor Security Table II - Derivative Securities Acquired Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (North/Day/Year) Table II - Outlier II - Non-Derivative Securities Acquired (North/Day/Year) Table II - Non-Derivative Securities Acquired (North	Grocery Outlet Holding Corp. [GC (First)	Grocery Outlet Holding Corp. [GO] (First) (Middle) OCERY OUTLET HOLDING CORP. OLLIS STREET Table I - Non-Derivative Securities Acquired, Disposed of, or Belegaring (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) A. Deemed Execution Date (e.g., puts, calls, warrants, options, convertible set (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year) Code (Instr. 8) A. Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (Month/Day/Year) Code (Instr. 8) Date Execution Date (Month/Day/Year) (Month/Day/Year) A. Deemed Execution Date (D) (Instr. 8) Code V Amount (A) Code V Amount (A) Code (Instr. 8) Date Execution Date (Month/Day/Year) Code (Instr. 8) A. 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Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securit (Month/Day/Year) An Occode (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securit (Month/Day/Year) Security An Occode (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securit or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Code V (A) (D) Date Exercisable and Expiration Date (Instr. 3 and 4) Code V (A) (D) Date Expiration Date (Instr. 3 and 4) An Occode V (A) (D) Date Expiration Date (Instr. 3 and 4) Code V (A) (D) Date Expiration Date (Instr. 3 and 4)	Concern	Grocery Outlet Holding Corp. [GO] (Check all application (Middle) (State) (Instr. 3) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3) (Instr. 3)	Concession Con	MacGregor Jr. Grocery Outlet Holding Corp. Go Check all applicable) X Director Officer (give title below)	Crocery Outlet Holding Corp. [GO] Check all applicable) X Director 10% Ownership Corp. Cor	

1. Represents previously granted stock options which were deemed earned and acquired upon the satisfaction of certain performance vesting criteria in connection with the secondary public offering. These stock options are vested and exercisable.

Remarks:

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

04/29/2020

** 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.