FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Read S. MacGregor Jr.						2. Issuer Name and Ticker or Trading Symbol Grocery Outlet Holding Corp. [GO]									heck all	tionship of Reportin all applicable) Director		ng Pe	10% O	wner
	`	(First) (Middle) CRY OUTLET HOLDING CORP. S STREET					3. Date of Earliest Transaction (Month/Day/Year) 09/15/2021									office	er (give title		Other (below)	specify
						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicatine)					
(Street) EMERY	VILLE C.	A 9	4608												F	Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(S	tate) (Z	Zip)																	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
D				Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)		(A) or 3, 4 a	4 and Securi Benefi Owned		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
						Code	v	Amount	(A) or (D)		Price	Tra	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
Common Stock 09/15					2021				A		1,778(1)	78 ⁽¹⁾ A		\$0		9,779			D	
Common Stock																2,307,975				By Trust ⁽²⁾
Common Stock																2,307,975				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 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 Expirati (Month/	ion Da		7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)					9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code V		(A)	(D)			Expiration Date	Title	or Nun of							

Explanation of Responses:

- 1. Represents a grant of 1,778 fully vested deferred stock units, which resulted from the Reporting Person's earlier election to defer all of his quarterly cash retainer. Such deferred stock units will be settled in a single distribution in shares of the Issuer's common stock on the first business day of 2025.
- $2. \ Reflects \ shares \ directly \ held \ by \ the \ Nordlingen \ Trust \ dated \ 1/23/2012, \ as \ amended \ and \ restated \ 9/17/2014 \ of \ which \ Mr. \ Read \ is \ a \ Trustee.$
- 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:

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

09/15/2021

** 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.