

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK0001779740

Filer CCCXXXXXXXX

Is this a LIVE or TEST Filing?

☒ LIVE☐ TEST

Submission Contact Information

Name

Phone

E-Mail Address

144: Issuer Information

Name of IssuerGrocery Outlet Holding Corp.

SEC File Number001-38950

Address of Issuer5650 HOLLIS STREET  
EMERYVILLE  
CALIFORNIA  
94608

Phone(510) 845-1999

Name of Person for Whose Account the Securities are To Be SoldLindberg Eric J. Jr.

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer

Director

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common	Fidelity Brokerage Services LLC 900 Salem Street Smithfield RI 02917	79852	2395921.16	98286452	05/23/2023	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from	Is this	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
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			Whom Acquired	a Gift?		
Common	03/02/2023	Restricted Stock Vesting	Issuer	<input type="checkbox"/>	79852	03/02/2023 Compensation

\* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

## 144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Eric J. Lindberg 5650 Hollis Street Emeryville CA 94608	Common	03/03/2023	9854	270555.36
Eric J. Lindberg 5650 Hollis Street Emeryville CA 94608	Common	03/06/2023	54029	1471101.61
Eric J. Lindberg 5650 Hollis Street Emeryville CA 94608	Common	05/11/2023	202693	6124247.38
Eric J. Lindberg 5650 Hollis Street Emeryville CA 94608	Common	05/12/2023	97307	2936209.53

## 144: Remarks and Signature

Remarks  
Date of Notice      05/23/2023  
**ATTENTION:**

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature                /s/ Gary Redman, as a duly authorized representative of Fidelity Brokerage Services LLC, as attorney-in-fact for Eric J. Lindberg  
**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**