FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20349

STATEMENT	OF CHA	NGES IN	BENEFICIAL	<b>OWNERSHIP</b>

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burd	en
	hours per response:	0.5

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

d Address	of Donorting Do	*		2 1														
1. Name and Address of Reporting Person*  Ragatz Erik D.					2. Issuer Name <b>and</b> Ticker or Trading Symbol Grocery Outlet Holding Corp. [ GO ]								Check all a	ship of Report applicable) rector	ing Pe	( )		
(Last) (First) (Middle) C/O GROCERY OUTLET HOLDING CORP.,					3. Date of Earliest Transaction (Month/Day/Year) 02/03/2020											9	Other (specify below)	
5650 HOLLIS STREET  (Street)				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person				
(State) 94608 (Zip)				-										Form filed by More than One Reporting Person				oorting
		Table I - N	on-Deriv	vative	Sec	curitie	s Acc	quired,	Dis	posed o	f, or	Ben	eficia	ally Ow	ned			
Date			Date		ay/Year) Execution		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)					d Secu Bend Own	rities ficially ed Following	Forn (D) o	n: Direct or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount	() (I	() or ()	Price	Tran	ransaction(s)			(111341. 4)
Common Stock 02/0				3/2020	2020			J <sup>(1)</sup>		92,794 <i>F</i>		A	(1)		92,794		I	See footnote <sup>(2)</sup>
Common Stock 02			02/03	)2/03/2020				G <sup>(1)</sup>	V	92,794		D \$0.00		00	0		I	See footnote <sup>(2)</sup>
		Table II												y Owne	d			
Security or Exercise (Month/Day/Year) if any		ion Date,		ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		vative irities iired r osed )	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration		Amount of Securities Underlying Derivative Security (Instr. and 4)  Amour or Numbe of		nstr. 3		e derivative Securities Beneficial Owned Following Reported	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(I) OCERY O LLIS STF  /ILLE ( (  (  (	(First) OCERY OUTLET HOI LLIS STREET  /ILLE CA (State)  ecurity (Instr. 3)  Stock  Conversion or Exercise Price of Date (Month/Day/Price of Derivative)	(First) (Middle) CERY OUTLET HOLDING COI LLIS STREET  //ILLE CA 94608  (State) (Zip)  Table I - N ecurity (Instr. 3)  Stock  Table II  2. Conversion or Exercise Price of Date (Month/Day/Year) (Month Derivative   Stock (Month/Day/Year) (Month	(First) (Middle)  OCERY OUTLET HOLDING CORP.,  LLIS STREET  //ILLE CA 94608  (State) (Zip)  Table I - Non-Deriv ecurity (Instr. 3)  2. Trans Date (Month/I	(First) (Middle)  OCERY OUTLET HOLDING CORP.,  LLIS STREET  /ILLE CA 94608  (State) (Zip)  Table I - Non-Derivative ecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  02/03/2020  Table II - Derivative S (e.g., puts, comparison of Exercise Price of Date (Month/Day/Year)  Price of Derivative S (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle) OCERY OUTLET HOLDING CORP., LLIS STREET  Table I - Non-Derivative Security (Instr. 3)  Table I - Non-Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls)  A. If Ame  3. Date of 02/03/2  4. If Ame  4. If Ame  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls)  4. Transaction Code (Instr. 8)  Table II - Derivative Security (Month/Day/Year)	(First) (Middle) CCERY OUTLET HOLDING CORP., LLIS STREET  Table I - Non-Derivative Securities (Month/Day/Year)  Stock  12. Transaction Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr  2. Table II - Derivative Securities (e.g., puts, calls, warr  A. If Amendment  2. Transaction Date (Month/Day/Year)  Stock  12. Transaction Date (Month/Day/Year)  Stock  13. Transaction Date (e.g., puts, calls, warr  2. Conversion or Exercise Price of Derivative Security  3. Date of Earlies 02/03/2020  4. If Amendment 2A. Deem 2A. Deem 2A. Deem 2A. Deem 3A. Deemed 2A. Deem 3A. Deemed 3	(First) (Middle) CCERY OUTLET HOLDING CORP., LLIS STREET  Table I - Non-Derivative Securities Accurity (Instr. 3)  Carransaction Date (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquricy (e.g., puts, calls, warrants, (Month/Day/Year)	(First) (Middle) CCERY OUTLET HOLDING CORP., LLIS STREET  Table I - Non-Derivative Securities Acquired, (Month/Day/Year)  Table II - Derivative Securities Acquired, (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year))  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year))  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year))  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year))  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year))  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date (Month/Day/Year)	(First) (Middle) CCERY OUTLET HOLDING CORP., LLIS STREET  4. If Amendment, Date of Original Filed (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Stock  02/03/2020  24. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)  Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, curve of Code (Instr. 8)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed 24. Deemed Execution Date, if any (Month/Day/Year)  Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, curve of Code (Instr. 8)  2. Transaction Date (e.g., puts, calls, warrants, options, curve of Code (Instr. 8)  Code (Instr. 8)  3. Transaction Transaction Date (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Date  Date	(First) (Middle) CCRRY OUTLET HOLDING CORP., LLIS STREET  Table 1 - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)    Code   V   Amount	(First) (Middle) CCRRY OUTLET HOLDING CORP., LLIS STREET  Table I - Non-Derivative Securities Acquired, Disposed of, or ecurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security  2. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security  3. Date of Earliest Transaction (Month/Day/Year)  2. Deemed Transaction Code (Instr. 8)  4. Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security (A) or Disposed of (D) Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security Securities Acquired, Options, convertible security Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security Securities Acquired, Options, convertible security Securities Acquired, Options, convertible security Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible securities Acquired,	(First) (Middle) CCERY OUTLET HOLDING CORP., LLIS STREET  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible security (month/Day/Year)   2. Transaction Date (month/Day/Year)   2. Transaction Dat	(First) (Middle) CCERY OUTLET HOLDING CORP., LLIS STREET  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Executity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Stock 02/03/2020	(First) (Middle)  OCERY OUTLET HOLDING CORP.,  LLIS STREET  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ower, from the Company (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 3. Transaction Date (Month/Day/Year)  (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Stock 02/03/2020 5. Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year)  (Month/Day/Year) 5. Number of Securities Acquired (Month/Day/Year)  (Month/Day/Year) 6. Individual Line)  X FC F	(First) (Middle) CCERY OUTLET HOLDING CORP., LLIS STREET  A. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  ecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  02/03/2020  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (M	(First) (Middle) (CERY OUTLET HOLDING CORP., LLIS STREET  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned ecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Execution Date (Month/Day/Year)  (Month/Day/Year	(First) (Middle) (CERY OUTLET HOLDING CORP., LLIS STREET    A

## Explanation of Responses:

- 1. These shares represent shares of Common Stock received by a limited partnership controlled by Mr. Ragatz in connection with pro rata distributions made by H&F Globe Investor LP to certain of its direct and indirect partners for the sole purpose of charitable giving. Upon receipt, such shares of Common Stock were transferred as a charitable donation.
- 2. Reflects shares of Common Stock held by a limited partnership controlled by Mr. Ragatz. Mr. Ragatz disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

## Remarks:

<u>/s/ Erik D. Ragatz</u>

\*\* Signature of Reporting Person Date

02/05/2020

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.