

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>H&amp;F Corporate Investors VII, Ltd.</u> <hr/> (Last) (First) (Middle) 415 MISSION STREET, SUITE 5700 <hr/> (Street) SAN FRANCISCO CA 94105 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/20/2019	3. Issuer Name and Ticker or Trading Symbol <u>Grocery Outlet Holding Corp. [ GO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	54,643,192	I	See Footnote <sup>(1)</sup>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
H&F Corporate Investors VII, Ltd.  


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 (Last) (First) (Middle)  
 415 MISSION STREET, SUITE 5700  


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 (Street)  
 SAN FRANCISCO CA 94105  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Hellman & Friedman Investors VII, L.P.  


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 (Last) (First) (Middle)  
 415 MISSION STREET, SUITE 5700  


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 (Street)  
 SAN FRANCISCO CA 94105  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
HELLMAN & FRIEDMAN CAPITAL PARTNERS VII (PARALLEL), L.P.  


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 (Last) (First) (Middle)  
 415 MISSION STREET, SUITE 5700  


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 (Street)  
 SAN FRANCISCO CA 94105  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">H&amp;F Globe Investor GP LLC</a>		
(Last)	(First)	(Middle)
415 MISSION STREET, SUITE 5700		
(Street)		
SAN FRANCISCO CA		94105
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<a href="#">H&amp;F Globe Investor LP</a>		
(Last)	(First)	(Middle)
415 MISSION STREET, SUITE 5700		
(Street)		
SAN FRANCISCO CA		94105
(City) (State) (Zip)		

**Explanation of Responses:**

1. Reflects securities directly held by H&F Globe Investor LP ("H&F Investor"). The general partner of H&F Investor is H&F Globe Investor GP LLC ("Globe Investor GP"). Hellman & Friedman Capital Partners VII (Parallel), L.P. ("HFCP VII") is the managing member of Globe Investor GP. Hellman & Friedman Investors VII, L.P. ("H&F Investors VII") is the general partner of HFCP VII. H&F Corporate Investors VII, Ltd. ("H&F VII") is the general partner of H&F Investors VII. A three member board of directors of H&F VII has investment discretion over the shares held by H&F Investor. Each of the members of the board of directors disclaims beneficial ownership of such shares, except to the extent of any respective pecuniary interest therein.

**Remarks:**

[H&F CORPORATE INVESTORS VII, LTD. By: /s/ Erik D. Ragatz Name: Erik D. Ragatz Title: Vice President](#) 06/20/2019

[HELLMAN & FRIEDMAN INVESTORS VII, L.P By: H&F Corporate Investors VII, Ltd., as general partner By: /s/ Erik D. Ragatz Name: Erik D. Ragatz Title: Vice President](#) 06/20/2019

[HELLMAN & FRIEDMAN CAPITAL PARTNERS VII \(PARALLEL\), L.P. By: Hellman & Friedman Investors VII, L.P., as general partner By: H&F Corporate Investors VII, Ltd., as general partner By: /s/ Erik D. Ragatz Name: Erik D. Ragatz Title: Vice President](#) 06/20/2019

[H&F GLOBE INVESTOR GP LLC By: Hellman & Friedman Capital Partners VII \(Parallel\), L.P., its managing member By: Hellman & Friedman Investors VII, L.P., as GP By: H&F Corporate Investors VII, Ltd., as GP By: /s/ Erik D. Ragatz Name: Erik D. Ragatz Title: VP](#) 06/20/2019

[H&F GLOBE INVESTOR LP By: H&F Globe Investor GP LLC, as GP By: Hellman & Friedman Capital Partners VII \(Parallel\), L.P., its managing member By: Hellman & Friedman Investors VII, L.P., as GP By: H&F Corporate Investors VII, Ltd., as GP By: /s/ Erik D. Ragatz VP](#) 06/20/2019

\*\* 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 5 (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.