

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bracher Charles</u> <hr/> (Last) (First) (Middle) <u>C/O GROCERY OUTLET HOLDING CORP.,</u> <u>5650 HOLLIS STREET</u> <hr/> (Street) <u>EMERYVILLE CA</u> <u>94608</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Grocery Outlet Holding Corp. [GO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2023		A		34,336	A	\$0 ⁽¹⁾	111,570	D	
Common Stock	03/02/2023		A		17,429	A	\$0 ⁽²⁾	128,999	D	
Common Stock	03/03/2023		S ⁽³⁾		4,535	D	\$27.456	124,464	D	
Common Stock								1,410	I	By spouse
Common Stock								400	I	By child ⁽⁴⁾
Common Stock								400	I	By child ⁽⁵⁾
Common Stock								400	I	By child ⁽⁶⁾

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 (Month/Day/Year)	3A. Deemed 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 Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents fully vested shares of the Issuer's Common Stock acquired by the reporting person upon certification by the Issuer's Compensation Committee that certain performance-based vesting conditions had been satisfied with respect to performance stock units ("PSUs") granted to the reporting person on May 13, 2020.
- Represents 17,429 restricted stock units ("RSUs") granted to the reporting person that will entitle the reporting person to receive one share of the Issuer's Common Stock per RSU. The RSUs will vest, and the underlying shares will be concurrently issued in a series of three equal installments upon the reporting person's completion of each 12 month period of service over the period measured from March 1, 2023 to March 1, 2026, subject to the continued service of the reporting person through such vesting dates. Does not include up to an additional 26,143 unvested PSUs at target achievement (or up to an additional 52,286 unvested PSUs at maximum achievement) which are eligible to vest upon the achievement of certain performance-based vesting conditions.
- These shares were sold to satisfy the reporting person's tax withholding obligation upon vesting of RSUs previously granted.
- Reflects shares directly held by a trust for the benefit of the reporting person's eldest child, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held on behalf of his child by this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- Reflects shares directly held by a trust for the benefit of the reporting person's second eldest child, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held on behalf of his child by this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- Reflects shares directly held by a trust for the benefit of the reporting person's youngest child, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held on behalf of his child by this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Lauri Fischer, Lauri Fischer, attorney-in-fact

03/06/2023

** 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.