

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

1. Name and Address of Reporting Person * <u>Lindberg Eric J. Jr.</u> (Last) (First) (Middle) C/O GROCERY OUTLET HOLDING CORP. 5650 HOLLIS STREET (Street) EMERYVILLE CA 94608 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2020	
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	04/27/2020		M		50,000	A	\$ 3.81	50,000	D	
Common Stock	04/27/2020		S		50,000	D	\$ 32.725 ⁽¹⁾	0	D	
Common Stock	04/27/2020		S		200,000	D	\$ 32.725 ⁽¹⁾	2,176,670	I	By Lindberg Revocable Trust ⁽²⁾
Common Stock	04/27/2020		G	V	50,000	D	\$ 0.00	2,126,670	I	By Lindberg Revocable Trust ⁽²⁾
Common Stock								701,500	I	By Lindberg Irrevocable Trust ⁽³⁾
Common Stock								460	I	By child
Common Stock								460	I	By spouse

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						Title
Stock Options (Right to Buy)	\$ 3.81	04/27/2020		M			50,000	(4)	10/21/2024	Common Stock	50,000	\$ 0.00	910,240	D	
Stock Options (Right to Buy)	\$ 3.81	04/27/2020		A ⁽⁵⁾			397,374	(4)	10/21/2024	Common Stock	397,374	\$ 0.00	1,307,614	D	

Explanation of Responses:

- This amount represents the \$34.00 secondary public offering price per share of the Common Stock of the Issuer less the underwriting discount of \$1.275 per share.
- Reflects shares directly held by The Lindberg Family Revocable Trust u/a/d 2/14/2006 of which Mr. Lindberg is a Trustee
- Reflects shares directly held by The Lindberg Family Irrevocable Trust u/a/d 5/12/2017 of which Mr. Lindberg is a Trustee.
- These stock options are vested and exercisable.
- Represents previously granted stock options which were deemed earned and acquired upon the satisfaction of certain performance vesting criteria in connection with the secondary public offering. These stock options are vested and exercisable.

Remarks:

/s/ Pamela B. Burke, Pamela B. Burke, as Attorney-in-Fact 04/29/2020

** 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.

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