

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Leary Susan Michelle</u> <hr/> (Last) (First) (Middle) <u>C/O GROCERY OUTLET HOLDING CORP.</u> <u>5650 HOLLIS STREET</u> <hr/> (Street) <u>EMERYVILLE CA 94608</u> <hr/> (City) (State) (Zip)			2. Date of Event Requiring Statement (Month/Day/Year) <u>06/09/2026</u>		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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Accounting</u>		5. If Amendment, Date of Original Filed (Month/Day/Year)	
					6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	46,209 ⁽¹⁾⁽²⁾	D	

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			
Performance Stock Unit	(3)	(3)	Common Stock	18,809	(3)	D	

Explanation of Responses:

- Includes 34,212 unvested restricted stock units ("RSUs") previously granted on various dates to the reporting person that will entitle the reporting person to receive one share of the Issuer's Common Stock per RSU. The RSUs are subject to the reporting person's completion of service through the following vesting dates: (i) 782 unvested RSUs granted on February 29, 2024 will vest on March 1, 2027; (ii) 3,567 unvested RSUs granted on February 28, 2025 will vest in two remaining equal installments on March 1 of each of 2027 and 2028; (iii) 3,627 unvested RSUs granted on June 12, 2025 will vest in two remaining equal installments on May 20 of each of 2027 and 2028; (iv) 12,540 RSUs granted on March 12, 2026 will vest in three equal installments on March 1 of each of 2027, 2028 and 2029; and (v) 13,696 RSUs granted on March 12, 2026 will vest on March 1, 2027.
- Does not include the following unvested performance-based RSUs ("PSUs") which are eligible to vest upon the achievement of certain performance-based vesting conditions: (i) up to an additional 3,518 unvested PSUs granted on February 29, 2024 at target achievement (or up to an additional 7,036 unvested PSUs at maximum achievement); and (ii) up to an additional 8,025 unvested PSUs granted on February 28, 2025 at target achievement (or up to an additional 16,050 unvested PSUs at maximum achievement).
- Represents a grant of PSUs. Each PSU represents a right to receive one share of the Issuer's common stock upon vesting. The PSUs are earned based on the achievement of specified share price goals for specified time periods during a three-year performance period ending on the last day of the Issuer's fiscal year 2028. The Reporting Person could earn 0-200% of the amount reported depending on the level of performance achieved. The PSUs will vest upon the certification of achievement by the Compensation Committee of the Board of Directors of the Issuer following the end of the performance period, subject to the Reporting Person's continued employment or service with the Issuer as contemplated in the PSU Award Agreement.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney.

/s/ Luke D. Thompson, Luke D. Thompson, Attorney-in-Fact

06/16/2026

** 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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Aisha Barbeau, Luke Thompson, Ian Ferry, Willie James Villon, Sean Chapin, and Sumana Suddhiprakarn, or any of them signing individually, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney in fact (each of such persons and their substitutes being referred to herein as the "Attorney-in-Fact"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities of Grocery Outlet Holding Corp. (the "Company"), to:

- (1) take such actions as may be necessary or appropriate to enable the undersigned to submit and file forms, schedules and other documents with the U.S. Securities and Exchange Commission ("SEC") utilizing the SEC's Electronic Data Gathering and Retrieval ("EDGAR") system, which actions may include (a) enrolling the undersigned in EDGAR Next and (b) preparing, executing and submitting to the SEC a Form ID, amendments thereto, and such other documents and information as may be necessary or appropriate to obtain codes and passwords enabling the undersigned to make filings and submissions utilizing the EDGAR system;
- (2) prepare, execute and submit and file with the SEC any and all forms, schedules and other documents (including any amendments thereto) the undersigned is required to file with the SEC, or which such attorney-in-fact considers it advisable for the undersigned to file with the SEC, under Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933, as amended ("Rule 144"), including Forms 3, 4 and 5, Schedules 13D and 13G, and Forms 144 (all such forms, schedules and other documents being referred to herein as "SEC Filings") and to file submit or otherwise deliver SEC Filings to any securities exchange on which the Company's securities may be listed or traded;
- (3) act as an account administrator for the undersigned's EDGAR account, including: (i) appoint, remove and replace account administrators, account users, technical administrators and delegated entities; (ii) maintain the security of the undersigned's EDGAR account, including modification of access codes; (iii) maintain, modify and certify the accuracy of information on the undersigned's EDGAR account dashboard; (iv) act as the EDGAR point of contact with respect to the undersigned's EDGAR account; and (v) any other actions contemplated by Rule 10 of Regulation S-T with respect to account administrators; and
- (4) obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact.

The undersigned acknowledges that:

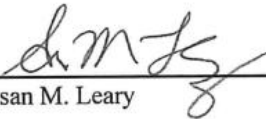
- (a) This Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act in his or her discretion on information provided to such Attorney-in-Fact without independent verification of such information;
 - (b) Any documents prepared or executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information as the Attorney-in-Fact, in his or her discretion, deems necessary or desirable;
-

- (c) Neither the Company nor the Attorney-in-Fact assumes any liability for the undersigned's responsibility to comply with the requirements of Section 13 or Section 16 of the Exchange Act or Rule 144, any liability of the undersigned for any failure to comply with such requirements, or any liability of the undersigned for disgorgement of profits under Section 16(b) of the Exchange Act; and
- (d) This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under Section 13 or Section 16 of the Exchange Act, including, without limitation, the reporting requirements under Section 13 or Section 16 of the Exchange Act.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or advisable to be done in connection with the foregoing, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file SEC Filings with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney revokes all previous powers of attorney with respect to the subject matter of this Power of Attorney.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of June, 2026.



Susan M. Leary

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

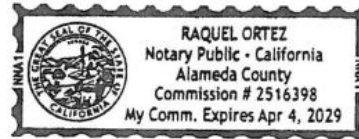
State of California
County of Alameda)

On June 9, 2026 before me, Raquel Ortez, Notary Public
(insert name and title of the officer)

personally appeared Susan M. Leary,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Rloz (Seal)

