FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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*  Herman Thomas F					2. Issuer Name and Ticker or Trading Symbol Grocery Outlet Holding Corp. [ GO ]									ıll app	applicable)		rson(s) to Is	
,	,				3. Date of Earliest Transaction (Month/Day/Year) 10/16/2023												Other (: below)	specify
C/O GROCERY OUTLET HOLDING CORP. 5650 HOLLIS STREET				4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person						
VILLE C	A 9	94608					4 ( )					Form filed by More than One Reporting Person					orting	
(City) (State) (Zip)				l⊓,	Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
	Table	I - N	on-Deriva	tive S	Secui	rities	Acc	quirec	l, Dis	sposed of	, or B	enefici	ally (	Own	ed			
Date			.	Execu if any	tion Date,						d 5)   S	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									v	Amount	(A) or (D)	Price	1	Transa	action(s)			(Instr. 4)
Common Stock 10/16/20			)23				S <sup>(1)</sup>		2,000	D	\$27.6	9(2)	1	17,400			By Trust <sup>(3)</sup>	
Common Stock													9		9,990		D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu	ution Date,		dection (Instr. Derivative Securities Acquired (A) or Disposed of (D)		vative rities iired r osed )	Expira	ation D	ate Year)	Amour		-		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)
	(Fi OCERY OU DLLIS STR VILLE CA (SI Security (Ins	(First) ((OCERY OUTLET HOLDINDLIS STREET  VILLE CA 9  (State) (3  Table Security (Instr. 3)  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) OCERY OUTLET HOLDING CO DLLIS STREET  VILLE CA 94608  (State) (Zip)  Table I - No Security (Instr. 3)  Stock  Table II  2. Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	Table I - Non-Derivative (Middle)  OCERY OUTLET HOLDING CORP.  OLLIS STREET  Table I - Non-Derivative (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)	Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Security (Instr. 3)  3. Date (Month/Day/Year)  3. Date (Month/Day/Year)  3. Date (Month/Day/Year)  3. Date (Month/Day/Year)  4. If Month/Day/Year)	Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Securit (e.g., puts, calls, v. (Month/Day/Year)  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  3. Date of E 10/16/2023  4. If Amend 20  2. Transaction Date (e.g., puts, calls, v. (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  2. Transaction Code (Instr. 8)	Crocery Out   Corocery Out   Crocery Out	Table I - Non-Derivative Securities Acques (e.g., puts, calls, warrants, of Execution Date (Month/Day/Year)    Stock   10/16/2023   3. Date of Earliest Trans 10/16/2023	Grocery Outlet Holdi  (First) (Middle)  OCERY OUTLET HOLDING CORP.  OLLIS STREET  VILLE CA 94608  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Ocide  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic fary (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic fary (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic fary (Month/Day/Year)  Ocide (Instr. 3, 4 and 5)  Ocide (Instr. 3, 4 and 5)	Concert Outlet Holding Concert Outlet Holdi	Grocery Outlet Holding Corp. [ GC  Grocery Outlet Holding Corp. [ GC  3. Date of Earliest Transaction (Month/Day/Year) 10/16/2023  4. If Amendment, Date of Original Filed (Month/Da)  Check this box to indicate that a transaction was meanishy the affirmative defense conditions of Rule 1  Table I - Non-Derivative Securities Acquired, Disposed of Execution Date (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertib  Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertib  Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertib  Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code (Instr. 3)  A. Deemed Execution Date, if Amount (Instr. 3)  Code (Instr. 3)  Code (Instr. 3)  Code (Instr. 3, 4 and 5)	Concert Outlet Holding Corp.   Go	Corect Outlet Holding Corp. [GO]   Corect Outlet Holding Corp. [GO]	Check this box to indicate that a transaction was made pursuant to a contract satisfy the affirmative defense conditions of Rule 10b5-1(c) Transaction Indication   Check this box to indicate that a transaction was made pursuant to a contract satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 1   Check this box to indicate that a transaction was made pursuant to a contract satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 1   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially On Exercise (Month/Day/Year)   Code   V	Check all apply   Check all	Check all applicable   Check all applicable	Check all applicable   Check all applicable	Crocery Outlet Holding Corp. [GO]   X Director   10% O Other (piet tile below)   10% O Other

## **Explanation of Responses:**

- $1. \ The sales reported in this Form 4 were effected pursuant to a previously adopted Rule 10b5-1 trading plan adopted September 6, 2022.$
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.51 to \$27.93, inclusive. The reporting person undertakes to provide to Grocery Outlet Holding Corp. (the "Issuer"), any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 3. Reflects shares directly held by the Thomas F. Herman Separate Property Trust of which Mr. Herman is a Trustee.

## Remarks:

/s/ Lauri Fischer, Lauri Fischer 10/16/2023 Attorney-in-Fact

\*\* 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.