

**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

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

1. Name and Address of Reporting Person* <u>H&amp;F Corporate Investors VII, Ltd.</u>  (Last) (First) (Middle) 415 MISSION STREET, SUITE 5700  (Street) SAN FRANCISCO CA 94105  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2020	
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	02/03/2020		S		14,935,531	D	\$31.845 <sup>(1)</sup>	27,426,362	I	See Footnote <sup>(2)</sup>
Common Stock	02/03/2020		J <sup>(3)</sup>		883,000	D	\$0.00	26,543,362	I	See Footnote <sup>(2)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
H&F Corporate Investors VII, Ltd.  
 (Last) (First) (Middle)  
 415 MISSION STREET, SUITE 5700  
 (Street)  
 SAN FRANCISCO CA 94105  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Hellman & Friedman Investors VII, L.P.  
 (Last) (First) (Middle)  
 415 MISSION STREET, SUITE 5700  
 (Street)  
 SAN FRANCISCO CA 94105  
 (City) (State) (Zip)

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

(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 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. This amount represents the \$33.00 secondary public offering price per share of the Common Stock of the Issuer less the underwriting discount of \$1.155 per share.
2. 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.
3. Represents in-kind distributions of shares of Common Stock previously held by H&F Investor to certain of its direct and indirect partners for the sole purpose of charitable giving.

**Remarks:**

By: [/s/ Erik D. Ragatz, VP of H&F CORPORATE INVESTORS VII, LTD](#) 02/05/2020

By: [/s/ Erik D. Ragatz, VP of H&F CORPORATE INVESTORS VII, LTD, GP of HELLMAN & FRIEDMAN INVESTORS VII, L.P.](#) 02/05/2020

By: [/s/ Erik D. Ragatz, VP of H&F CORPORATE INVESTORS VII, LTD, GP of HELLMAN & FRIEDMAN INVESTORS VII, L.P., GP of HELLMAN & FRIEDMAN CAPITAL PARTNERS VII \(PARALLEL\), L.P.](#) 02/05/2020

By: [/s/ Erik D. Ragatz, VP of H&F CORPORATE INVESTORS VII, LTD, GP of HELLMAN & FRIEDMAN INVESTORS VII, L.P., GP of HELLMAN & FRIEDMAN CAPITAL PARTNERS VII \(PARALLEL\), L.P., managing member of H&F GLOBE INVESTOR GP LLC](#) 02/05/2020

By: [/s/ Erik D. Ragatz, VP of H&F CORPORATE INVESTORS VII, LTD, GP of HELLMAN & FRIEDMAN INVESTORS VII, L.P., GP of HELLMAN & FRIEDMAN CAPITAL PARTNERS VII \(PARALLEL\), L.P., managing member of H&F GLOBE](#) 02/05/2020

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.**