

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 01)\*

**GROCERY OUTLET HOLDING CORP.**

---

(Name of Issuer)

**Common Stock**

---

(Title of Class of Securities)

**39874R101**

---

(CUSIP Number)

**December 31, 2020**

---

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

CUSIP  
No.

39874R101

<b>1</b>	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT LLC 95-4575414	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION A California Limited Liability Company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER 1,067,846
	<b>6</b>	SHARED VOTING POWER 4,817,882
	<b>7</b>	SOLE DISPOSITIVE POWER 1,067,846
	<b>8</b>	SHARED DISPOSITIVE POWER 4,817,882
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,885,728	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.25%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IA	

FOOTNOTES

CUSIP  
No.

39874R101

<b>1</b>	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Virtus Investment Advisers, Inc. 04-2453743
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
<b>3</b>	SEC USE ONLY
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Massachusetts
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b> SOLE VOTING POWER 0
	<b>6</b> SHARED VOTING POWER 4,817,882
	<b>7</b> SOLE DISPOSITIVE POWER 0
	<b>8</b> SHARED DISPOSITIVE POWER 4,817,882
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,817,882
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.12%
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IA

FOOTNOTES

The amounts reported on this page are also included in the amounts reported by Kayne Anderson Rudnick Investment Management, LLC on this Schedule 13G.

**Item 1.**

- (a) Name of Issuer  
GROCERY OUTLET HOLDING CORP.
- (b) Address of Issuer's Principal Executive Offices  
5650 HOLLIS STREET  
EMERYVILLE CA 94608

**Item 2.**

- (a) Name of Person Filing  
(1) KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT LLC  
(2) Virtus Investment Advisers, Inc.
- (b) Address of Principal Business Office or, if none, Residence  
(1) KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT LLC  
1800 Avenue of the Stars, 2nd Floor, Los Angeles, CA 90067  
(2) Virtus Investment Advisers, Inc.  
One Financial Plaza, Hartford, CT 06103
- (c) Citizenship  
(1) KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT LLC: A California Limited Liability Company  
(2) Virtus Investment Advisers, Inc.: Massachusetts
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
39874R101

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k)  A group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
-

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
  - (1) KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT LLC: 5,885,728
  - (2) Virtus Investment Advisers, Inc.: 4,817,882
  
- (b) Percent of class:
  - (1) KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT LLC: 6.25%
  - (2) Virtus Investment Advisers, Inc.: 5.12%
  
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
    - (1) KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT LLC: 1,067,846
    - (2) Virtus Investment Advisers, Inc.: 0
  
  - (ii) Shared power to vote or to direct the vote:
    - (1) KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT LLC: 4,817,882
    - (2) Virtus Investment Advisers, Inc.: 4,817,882
  
  - (iii) Sole power to dispose or to direct the disposition of:
    - (1) KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT LLC: 1,067,846
    - (2) Virtus Investment Advisers, Inc.: 0
  
  - (iv) Shared power to dispose or to direct the disposition of:
    - (1) KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT LLC: 4,817,882
    - (2) Virtus Investment Advisers, Inc.: 4,817,882

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

N/A

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

With respect to securities owned by a registered investment company included in this filing, only the custodian for such investment company, has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities. No other person is known to have such right, except that the shareholders of such investment company participate proportionately in any dividends and distributions so paid.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

N/A

**Item 8. Identification and Classification of Members of the Group**

N/A

**Item 9. Notice of Dissolution of Group**

N/A

---

**Item Certification**  
**10.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Kayne Anderson Rudnick Investment Management  
LLC**

Date: February 12, 2021

By: /s/ Michael Shoemaker  
Name: Michael Shoemaker  
Title: Chief Compliance Officer

**Virtus Investment Advisers, Inc**

Date: February 12, 2021

By: /s/ Kevin Carr  
Name: Kevin Carr  
Title: Vice President and Clerk

**Footnotes:**

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**

---

AGREEMENT

JOINT FILING OF SCHEDULE 13G

Kayne Anderson Rudnick Investment Management, LLC (an investment adviser registered under the Investment Advisers Act of 1940), and Virtus Investment Advisers, Inc. (an investment adviser registered under the Investment Advisers Act of 1940), hereby agree to file jointly the statement on Schedule 13G to which this Agreement is attached, and any amendments thereto which may be deemed necessary, pursuant to Regulation 13D-G under the Securities Exchange Act of 1934.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness or accuracy of information concerning the other party unless such party knows or has reason to believe that such information is inaccurate.

It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on Schedule 13G, and any amendments thereto, filed on behalf of each of the parties hereto.

Dated: February 11, 2021

KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT, LLC

By: /s/ Michael Shoemaker  
Michael Shoemaker  
Chief Compliance Officer

VIRTUS INVESTMENT ADVISERS, INC.

By: /s/ Kevin J. Carr  
Kevin J. Carr  
Vice President and Clerk