

OMB APPROVAL	
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**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>			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) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/21/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O GROCERY OUTLET HOLDING CORP. 5650 HOLLIS STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>EMERYVILLE CA 94608</u>								
(City) (State) (Zip)								

**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	04/21/2021		M		25,000	A	\$3.81	72,960	D	
Common Stock	04/21/2021		S <sup>(1)</sup>		21,275	D	\$38.97 <sup>(2)</sup>	51,685	D	
Common Stock	04/21/2021		S <sup>(1)</sup>		3,725	D	\$39.32 <sup>(3)</sup>	47,960	D	
Common Stock								2,126,670	I	By Lindberg Revocable Trust <sup>(4)</sup>
Common Stock								701,500	I	By Lindberg Irrevocable Trust <sup>(5)</sup>
Common Stock								460	I	By spouse <sup>(6)</sup>
Common Stock								460	I	By child <sup>(7)</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)		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
Stock Options (Right to Buy)	\$3.81	04/21/2021		M		25,000	(8)	10/21/2024	Common Stock	25,000	\$0	907,614	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a previously adopted Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.290 to \$39.280, 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 (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.285 to \$39.445, 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 (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- 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.
- Shares were acquired by Mr. Lindberg's wife in a directed share program in connection with the Issuer's initial public offering. Mr. Lindberg disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Shares were acquired by Mr. Lindberg's child in a directed share program in connection with Grocery Outlet Holding Corp.'s (the "Issuer") initial public offering. Mr. Lindberg disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Represents previously granted stock options which were deemed earned and acquired upon the satisfaction of certain performance vesting criteria. These stock options are vested and exercisable.

**Remarks:**

/s/ Pamela B. Burke, Pamela B. Burke, as Attorney-in-Fact 04/22/2021

\*\* 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.**