

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Wilson Steven K.</u> _____ (Last) (First) (Middle) <u>C/O GROCERY OUTLET HOLDING CORP.</u> <u>5650 HOLLIS STREET</u> _____ (Street) <u>EMERYVILLE CA 94608</u> _____ (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 _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>SVP, Purchasing</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2020</u>	
	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		M		40,000	A	\$7.13	186,707	D	
Common Stock	02/03/2020		S		40,000	D	\$31.845 <sup>(1)</sup>	146,707	D	

**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	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$7.13	02/03/2020		M			40,000	(2)	11/25/2024	Common Stock	40,000	\$0.00	175,042	D	
Stock Options (Right to Buy)	\$3.81	02/03/2020		A <sup>(3)</sup>		170,708		(3)	11/25/2024	Common Stock	170,708	\$0.00	170,708	D	

**Explanation of Responses:**

- 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.
- Represents the remaining 175,042 stock options from an initial grant of 241,352 stock options granted on November 25, 2014 which vest in five equal installments on each of the first five anniversaries of the grant date.
- Represents previously granted stock options which were deemed earned and acquired upon the satisfaction of certain performance vesting criteria in connection with the secondary public offering. These stock options are vested and exercisable. Does not include an additional 70,645 stock options which remain eligible to vest upon the achievement of certain performance-based vesting conditions.

**Remarks:**

/s/ Pamela B. Burke, Pamela B. Burke, as Attorney-In-Fact 02/05/2020

\*\* 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.

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