

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date Earliest Event reported):
August 31, 2022



Grocery Outlet Holding Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

**5650 Hollis Street,
Emeryville, California**
(Address of principal executive offices)

001-38950
(Commission
File Number)

47-1874201
(I.R.S. Employer
Identification No.)

94608
(Zip Code)

(510) 845-1999
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, par value \$0.001 per share	GO	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 31, 2022, S. MacGregor Read, Jr. provided notice to the board of directors (the "Board") of Grocery Outlet Holding Corp. (the "Company") of his decision, effective September 1, 2022, to retire as Vice Chairman and a Class II member of the Board. Mr. Read does not serve on any of the Board's standing committees. Mr. Read's retirement was not due to any disagreement with the Company's operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

On September 2, 2022, the Company issued a press release announcing the retirement of Mr. Read from the Board. A copy of the press release is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 7.01 of this current report on Form 8-K (including Exhibit 99.1 furnished herewith) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

As a result of the retirement of Mr. Read from the Board, the Board approved the reduction of the Board size from 11 directors to 10 directors effective September 1, 2022.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press release, dated September 2, 2022, announcing the retirement of S. MacGregor Read, Jr.</u>
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned hereunto duly authorized.

Grocery Outlet Holding Corp.

Date: September 2, 2022

By: /s/ Luke D. Thompson
Name: Luke D. Thompson
Title: Senior Vice President, General
Counsel and Secretary



Grocery Outlet Holding Corp. Announces Retirement of Vice Chairman of the Board MacGregor Read

MacGregor Read retires after nearly 30 years of service

Emeryville, CA – September 2, 2022 – Grocery Outlet Holding Corp. (NASDAQ: GO) ("Grocery Outlet" or the "Company") today announced the retirement of S. MacGregor Read, Jr., Vice Chairman of the Company's Board of Directors, effective September 1, 2022.

"After 16 years of service on our Board and nearly 30 years as part of the Grocery Outlet team, the impact MacGregor has had on the trajectory and success of our business is unmatched," said Grocery Outlet CEO Eric Lindberg. "MacGregor has been a steadfast and strategic partner to me and the rest of the leadership team, helping build and solidify the most unique aspects of our business model – how we buy and how we sell."

"I want to thank Eric and the entire Grocery Outlet family for the best three decades of my life," said Mr. Read. "While I step away and enjoy this next chapter, I look forward to watching the continued success of Grocery Outlet. I have the utmost confidence in the leadership team, our unique model and independent operators who bring our treasure hunt shopping experience to customers across the country each day."

Mr. Read began his career with Grocery Outlet as an intern in 1993 before moving on to work in various areas of the Company, including purchasing, retail merchandising, real estate and construction. In 2006, he and Mr. Lindberg were appointed co-CEOs of the Company. Under Mr. Read's tenure, the Company experienced significant growth in sales and store count as its national footprint expanded. In 2018, Mr. Read was named Executive Vice-Chairman, and in 2020 he transitioned to Vice Chairman of the Board.

About Grocery Outlet:

Based in Emeryville, California, Grocery Outlet is a high-growth, extreme value retailer of quality, name-brand consumables and fresh products sold through a network of independently operated stores. Grocery Outlet has more than 420 stores in California, Washington, Oregon, Pennsylvania, Idaho, Nevada, New Jersey and Maryland.

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