

**144: Filer Information**

Filer CIK	<input type="text" value="0001779766"/>
Filer CCC	<input type="text" value="XXXXXXXX"/>
Is this a LIVE or TEST Filing?	<input checked="" type="radio"/> LIVE <input type="radio"/> TEST

**Submission Contact Information**

Name	<input type="text"/>
Phone	<input type="text"/>
E-Mail Address	<input type="text"/>

**144: Issuer Information**

Name of Issuer	<input type="text" value="Grocery Outlet Holding Corp."/>
SEC File Number	<input type="text" value="001-38950"/>
Address of Issuer	<input type="text" value="5650 HOLLIS STREET&lt;br/&gt;EMERYVILLE&lt;br/&gt;CALIFORNIA&lt;br/&gt;94608"/>
Phone	<input type="text" value="(510) 845-1999"/>
Name of Person for Whose Account the Securities are To Be Sold	<input type="text" value="Sheedy Robert Joseph Jr."/>

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer	<input type="text" value="Officer"/>
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**144: Securities Information**

Title of the Class of Securities To Be Sold	<input type="text" value="Common"/>
Name and Address of the Broker	<input type="text" value="Fidelity Brokerage Services LLC&lt;br/&gt;900 Salem Street&lt;br/&gt;Smithfield&lt;br/&gt;RI&lt;br/&gt;02917"/>
Number of Shares or Other Units To Be Sold	<input type="text" value="6837"/>
Aggregate Market Value	<input type="text" value="187719.40"/>
Number of Shares or Other Units Outstanding	<input type="text" value="97683722"/>
Approximate Date of Sale	<input type="text" value="03/03/2023"/>
Name the Securities Exchange	<input type="text" value="NASDAQ"/>


Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

**144: Securities To Be Sold**

Title of the Class	<input type="text" value="Common"/>
Date you Acquired	<input type="text" value="03/02/2023"/>
Nature of Acquisition Transaction	<input type="text" value="Restricted Stock Vesting"/>

Name of Person from Whom Acquired

Is this a Gift?

 Checkbox  
not  
checked

Date Donor Acquired

Amount of Securities Acquired

Date of Payment

Nature of Payment

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

## 144: Securities Sold During The Past 3 Months

Nothing to Report



## 144: Remarks and Signature

Remarks

Date of Notice

### ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**