FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington, D.C. 20549	Vashington,	D.C.	20549	
------------------------	-------------	------	-------	--

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										
hours per response:	0.5									

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* Read S. MacGregor Jr.					2. Issuer Name and Ticker or Trading Symbol Grocery Outlet Holding Corp. [GO] 3. Date of Earliest Transaction (Month/Day/Year)									k all app Direc Office	tor er (give title		10% Ov	wner	
	,	JTLET HOLDIN	Middle) NG COF	RP.	05/12/2022 4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi	below) below) Individual or Joint/Group Filing (Check Application)					
(Street) EMERY	VILLE CA	A 9	4608			Line								Line)	,				
(City)	(St		Zip)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date			Date	ite onth/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)				Disposed (ecurities Acquired (A osed Of (D) (Instr. 3,			5. Amo Securit Benefic Owned Report	ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	v	Amount	(A) (D)	or Pr	rice	Transa	nsaction(s) etr. 3 and 4)			(11301. 4)		
Common Stock 05/12/2					2022		A		705(1)	A		\$ 0 16,		6,924		D			
Common Stock															2,30	07,975			By Trust ⁽²⁾
Common Stock														2,30	07,975			By Trust ⁽³⁾	
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)	Derivative Conversion Date Execution Date, Gecurity or Exercise (Month/Day/Year) if any				ransaction of ode (Instr. Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		De Se (In	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amous or Number of Shares	er					

Explanation of Responses:

- 1. Represents 705 deferred stock units ("DSUs") granted to the reporting person that will vest on March 1, 2023, subject to the continued service of the reporting person through such vesting date, and, if vested, will be settled in shares of Common Stock upon the first business day of 2025. Such DSUs were granted in connection with an April 2022 amendment to the issuer's non-employee director
- $2. \ Reflects \ shares \ directly \ held \ by \ the \ Nordlingen \ Trust \ dated \ 1/23/2012, \ as \ amended \ and \ restated \ 9/17/2014 \ of \ which \ Mr. \ Read \ is \ a \ Trustee.$
- 3. Reflects shares directly held by the Redmond Trust dated 10/19/2003, as amended and restated 9/17/2014 of which Mr. Read is a Trustee.

Remarks:

/s/ Lauri Fischer, Lauri Fischer, attorney-in-fact

05/13/2022

** 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.