SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person* Read S. MacGregor Jr.	2. Issuer Name **and** Ticker or Trading Symbol Grocery Outlet Holding Corp. [GO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) C/O GROCERY OUTLET HOLDING CORP. 5650 HOLLIS STREET	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2022	X Director 10% Owner
		     Officer (give title Other (specify
		     below) below)

(Street) EMERYVILLE CA 94608	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(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	05/12/2022		A		705[1]	A	$0	16,924	D	
Common Stock								2,307,975	I	By Trust[2]
Common Stock								2,307,975	I	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)	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				

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 compensation policy.

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