

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).

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 * <u>Burke Pamela B.</u> (Last) (First) (Middle) C/O GROCERY OUTLET HOLDING CORP. 5650 HOLLIS STREET (Street) EMERYVILLE CA 94608 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CAO, GC & Secretary</u>
	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		26,470	A	\$8.11	26,470	D	
Common Stock	02/03/2020		S		26,470	D	\$31.845 ⁽¹⁾	0	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
Stock Options (Right to Buy)	\$8.11	02/03/2020		M			26,470	(2)	09/29/2025	Common Stock	26,470	\$0.00	37,567	D	
Stock Options (Right to Buy)	\$4.79	02/03/2020		A ⁽³⁾			64,015	(3)	09/29/2025	Common Stock	64,015	\$0.00	64,015	D	
Stock Options (Right to Buy)	\$6.48	02/03/2020		A ⁽⁴⁾			24,808	(4)	03/31/2027	Common Stock	24,808	\$0.00	24,808	D	
Stock Options (Right to Buy)	\$11.64	02/03/2020		A ⁽⁵⁾			34,731	(5)	12/26/2028	Common Stock	34,731	\$0.00	34,731	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 37,567 stock options from an initial grant of 90,507 stock options granted on September 29, 2015 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 26,492 stock options which remain eligible to vest upon the achievement of certain performance-based vesting conditions.
- 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 10,267 stock options which remain eligible to vest upon the achievement of certain performance-based vesting conditions.
- 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 14,374 stock options which remain eligible to vest upon the achievement of certain performance-based vesting conditions.

Remarks:

/s/ Pamela B. Burke

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.

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.