Instruction 1(b).

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Fir	1. Name and Address of Reporting Person*  Herman Thomas F					2. Issuer Name and Ticker or Trading Symbol Grocery Outlet Holding Corp. [ GO ]								ationship of Reporting ( all applicable) Director		10% Owne		wner
CERY OU	TLET HOLDIN	Middle	•		3. Date of Earliest Transaction (Month/Day/Year) 03/15/2022								Office below	cer (give title ow)		Other (specify below)		
ILLE CA		4608		4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)									Form Form	orm filed by One Reporting Person			
(Sta	ite) (Z	Zip)																
	Table	I - N	lon-Deriva	tive S	Secur	rities	Ac	quire	d, Di	sposed of	f, or E	enefic	ially	Own	ed			
Date				Year)	Execution Date, ear) if any		´							Beneficially Owned Following		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		Transaction(s)				(
Common Stock 03/15/202			22	2			s <sup>(1)</sup> 2,000 D \$28		\$28.8	45,517 45,517		5,517			By Trust <sup>(3)</sup>			
Common Stock												18,331		D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Title of rivative Conversion curity or Exercise Price of Derivative Security  3. Transaction Date Execution Date, if any (Month/Day/Year)				Code (8)	nsaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		rative rities ired r osed ) . 3, 4	Expiration Date (Month/Day/Year)  Date Expiration			Amount or Number of		8. Price of Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported	y D o (I	Ownership form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
itto	(State CA (State	(State) (2  (State) (2  Table  Table  urity (Instr. 3)  ock  ock  Tal  onversion Exercise ice of errivative (Month/Day/Year)	(State) (Zip)  Table I - N  Table II - N  Ock  Ock  Table II  Onversion Exercise (Month/Day/Year)  In a conversion Exercise (Month/Day/Year)  Onversion Exercise (Month/Day/Year)  Onversion Exercise (Month/Day/Year)	Table I - Non-Derivative (Month/Day/Year)  Table II - Derivative (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	Table I - Non-Derivative :  Unity (Instr. 3)  Table II - Derivative Sock  Table II - Derivative Socy (e.g., puts, c.g., puts,	Table I - Non-Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, vonversion Exercise ince of errivative (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  3. Transaction Code (Instr. 8)	A. If Amendment,  (State) (Zip)  Table I - Non-Derivative Securities  urity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Ock  03/15/2022  Table II - Derivative Securities A (e.g., puts, calls, warra  proversion Exercise ice of crivative (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	A. If Amendment, Date of Amendment, Date of Amendment, Date of Code (Instr. 3)  Table I - Non-Derivative Securities Accurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Ock  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, calls, warrants, calls (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Securities Acque (e.g., puts, calls, warrants, code (Instr. 8)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  2. Transaction Date (Transaction Code (Instr. 8)  5. Number of Date (Month/Day/Year)  (Month/Day/Year)  (Instr. 3, 4 and 5)	A. If Amendment, Date of Orig  Table I - Non-Derivative Securities Acquire  urity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Date  Ock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opti  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opti  A. If Amendment, Date of Orig  2. Transaction Date, if any (Month/Day/Year)  Solversion Exercise (ice of orivative Securities Acquired (e.g., puts, calls, warrants, opti  A. Deemed Execution Date, if any (Month/Day/Year)  Solversion Exercise (Month/Day/Year)  Solversion Exercise (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  Date	4. If Amendment, Date of Original File  LLE CA 94608  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Distriction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction (e.g., puts, calls, warrants, options, fir any (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, fir any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, fir any (Month/Day/Year)  (Month/Day/Year)  Date Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Date Date	4. If Amendment, Date of Original Filed (Month/Datal Filed (Month/Data	A. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Eurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  Code V Amount (A) or Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  3. Transaction Date (E.g., puts, calls, warrants, options, convertible set (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)	LLE CA 94608  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction Code (Instr. 8)   4. Securities Acquired (A) or Price   2. Transaction Date (Month/Day/Year)   5. Transaction Code (Instr. 8)   7. Transaction Date (e.g., puts, calls, warrants, options, convertible securities (honth/Day/Year)   7. Title and Execution Date (Month/Day/Year)   8. Transaction Date (Month/Day/Year)   7. Title and Execution Date (Instr. 3, 4 and 5)   7. Title and Execution Date (Month/Day/Year)   8. Transaction Date (Month/Day/Year)   8.	4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially urity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Date (A) or Disposed of, or Beneficially C (e.g., puts, calls, warrants, options, convertible securities)  A. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Date (B. Individual Line)  Transaction Date (Month/Day/Year)  Date (A) or Disposed of, or Beneficially C (e.g., puts, calls, warrants, options, convertible securities)  Date (Month/Day/Year)  Date (Month/Day/Year)  Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date (Month/Day/Year)  Date (Month/Day/Year)  Amount of Securities Order (Instr. 3)  Amount of Order (Instr. 3)  Date (Month/Day/Year)  Date (Month/Day/Year)  Amount or Number of Order (Instr. 3)  Amount of Securities Securi	LLE CA 94608  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year)    2. Transaction Date (Month/Day/Year) (Month/	LLE CA 94608  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Date (P., puts, calls, warrants, options, convertible Securities)  A. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Disposed Of (D) (Instr. 3, 4 and 5)  S. Amount of Securities Beneficially Owned (P.) (Instr. 3 and 4)  Code   V   Amount   (A) or Disposed Of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P.) (Instr. 3 and 4)  Table II - Derivativ	LLE CA 94608  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  urity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Dock  03/15/2022  S(I) 2,000 D \$28.819(2)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible securities)  B. Price of Date Exercise Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Date Exercise Of (North/Day/Year)  (Month/Day/Year)  Armanaction Date (A) or Disposed of, or Beneficially Owned (Conversions)  Exercise Of (North/Day/Year)  (Month/Day/Year)  Armanaction Date (Month/Day/Year)  (Month/Day/Year)  Armanaction Date (Month/Day/Year)  (Month/Day/Year)  Armanaction Date (Month/Day/Year)  (Month/Day/Year)  Armanaction Date (Month/Day/Year)  Armanaction Date (Month/Day/Year)  Armanaction Date (Month/Day/Year)  Armanaction Date (Month/Day/Year)  Armanaction Onder (Month/Day/Year)  Armanaction Date (Month/Day/Year)  Armanaction Onder (Month/Day/Year)  Armanaction Date (Month/Day/Year)  Armanaction Onder (Month/Day/Year)  Armanaction Onder (Month/Day/Year)  Armanaction Date (Month/Day/Year)  Armana	A. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  urity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 4)  Tansaction (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5)  Table II - Derivative Securities Acquired (Instr. 5)  Table II - Derivative Securities (Instr. 4)  Table II - Derivative Securities Acquired (Instr. 5)  Table II - Derivative Securities (Instr. 4)  Table II - Derivative Securities (Instr. 4)  Table II - Deriva

## **Explanation of Responses:**

- 1. This transaction was effected pursuant to a previously adopted Rule 10b5-1 trading plan.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.03 to \$30.11, inclusive. The reporting person undertakes to provide to Grocery Outlet Holding Corp. (the "Issuer"), any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 3. Reflects shares directly held by the Thomas F. Herman Separate Property Trust of which Mr. Herman is a Trustee.

## Remarks:

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

03/15/2022

\*\* Signature of Reporting Person

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.