

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Leary Susan Michelle</u> <hr/> (Last) (First) (Middle) C/O GROCERY OUTLET HOLDING CORP. 5650 HOLLIS STREET <hr/> (Street) EMERYVILLE CA 94608 <hr/> (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) SVP, Accounting
	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2026	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/15/2026		A		4,433 ⁽¹⁾	A	\$0	50,642	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
Performance Stock Unit	(2)	06/15/2026		A		6,650		(2)	(2)	Common Stock	6,650	(2)	6,650	D	

Explanation of Responses:

- Represents 4,433 restricted stock units ("RSUs") granted on June 15, 2026 to the reporting person that will entitle the reporting person to receive one share of the Issuer's Common Stock per RSU. The RSUs will vest in three equal installments on May 20 of each of 2027, 2028 and 2029, subject to the reporting person's completion of service through such vesting dates.
- Represents a grant of performance-based RSUs ("PSUs"). Each PSU represents a right to receive one share of the Issuer's common stock upon vesting. The PSUs are earned based on the achievement of specified share price goals for specified time periods during a three-year performance period ending on the last day of the Issuer's fiscal year 2028. The Reporting Person could earn 0-200% of the amount reported depending on the level of performance achieved. The PSUs will vest upon the certification of achievement by the Compensation Committee of the Board of Directors of the Issuer following the end of the performance period, subject to the Reporting Person's continued employment or service with the Issuer as contemplated in the PSU Award Agreement.

Remarks:

/s/ Luke D. Thompson, Luke D. Thompson, Attorney-in-Fact 06/16/2026

** 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.