

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Eisen Matthew B.</u> (Last) (First) (Middle) <u>C/O GROCERY OUTLET HOLDING CORP.</u> <u>5650 HOLLIS STREET</u> (Street) <u>EMERYVILLE CA 94608</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/20/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Grocery Outlet Holding Corp. [GO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

Remarks:

Mr. Eisen is a Principal at Hellman & Friedman LLC and is a member of the board of directors of Grocery Outlet Holding Corp. (the "Issuer"). Certain affiliates of Hellman & Friedman LLC have filed a separate Form 3 reporting securities of the Issuer that they may be deemed to beneficially own. Mr. Eisen disclaims beneficial ownership of any securities of the Issuer that may be deemed to be beneficially owned by affiliates of Hellman & Friedman LLC.

No securities are beneficially owned.

/s/ Matthew B. Eisen

06/20/2019

** 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 5 (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.