

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person * <u>McMahon Thomas H.</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. 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) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/27/2020</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	04/27/2020		M		50,000	A	\$ 7.13	141,195	D	
Common Stock	04/27/2020		M		22,000	A	\$ 3.81	163,195	D	
Common Stock	04/27/2020		S		72,000	D	\$ 32.725 (1)	91,195	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)	\$ 7.13	04/27/2020		M			50,000	(2)	11/25/2024	Common Stock	50,000	\$ 0.00	91,352	D	
Stock Options (Right to Buy)	\$ 3.81	04/27/2020		M			22,000	(3)	11/25/2024	Common Stock	10,000	\$ 0.00	148,708	D	
Stock Options (Right to Buy)	\$ 3.81	04/27/2020		A (4)			70,645	(4)	11/25/2024	Common Stock	70,645	\$ 0.00	219,353	D	

Explanation of Responses:

- This amount represents the \$34.00 secondary public offering price per share of the Common Stock of the Issuer less the underwriting discount of \$1.275 per share.
- Represents stock options granted on November 25, 2014 which vested in five equal installments on each of the first five anniversaries of the grant date.
- These stock options are vested and exercisable.
- 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.

Remarks:

EVP, West, Sales & Merchandising

/s/ Pamela B. Burke, Pamela B. Burke, as Attorney-in-Fact 04/29/2020

** 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.