SEC Form	4
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Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

			2. Issuer Name and Ticker or Trading Symbol <u>Grocery Outlet Holding Corp.</u> [GO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Sneedy Kobe	<u>ert Joseph Jr.</u>	•		X	Director	10% Owner			
(Last) C/O GROCERY	(First) Y OUTLET HO	(Middle) DLDING CORP.	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2024	X	Officer (give title below) President &	Other (specify below)			
5650 HOLLIS S	STREET		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fil	ing (Check Applicable			
(Street)			_	X	Form filed by One Re	eporting Person			
EMERYVILLE	CA	94608			Form filed by More th Person	an One Reporting			
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication						
			Check this box to indicate that a transaction was made pursuant satisfy the affirmative defense conditions of Rule 10b5-1(c). See			lan that is intended to			
		Table I Non Dori	vative Securities Acquired Dispessed of or Bene	ficially	, Owned				

Table 1- Non-Derivative Occurries Acquirea, Disposed of, or Derivitiany Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	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) (Instr. 3 and 4)		(1150.4)
Common Stock	03/08/2024		S		15,806(1)	D	\$25.83	183,186	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)	Transaction of Code (Instr. Deriva 8) Acqui (A) or Dispo of (D) (Instr.			tion Date, Transaction Code (Instr.		ransaction of ode (Instr. Derivative		Expiration Date (Month/Day/Year) rities ired r ssed) : 3, 4		7. Titl Amou Secur Unde Deriv Secur 3 and	unt of rities rlying ative rity (Instr.	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	Amount or Number of Shares							

Explanation of Responses:

1. These shares were sold to satisfy the reporting person's tax withholding obligation upon vesting of performance stock units previously granted.

Remarks:

/s/ Lauri Fischer, Lauri

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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Fischer, attorney-in-fact ** Signature of Reporting Person 03/11/2024