

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

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date Earliest Event reported):**  
**January 13, 2026**



**Grocery Outlet Holding Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)  
**5650 Hollis Street,**  
**Emeryville, California**  
(Address of principal executive offices)

**001-38950**  
(Commission  
File Number)

**47-1874201**  
(I.R.S. Employer  
Identification No.)

**94608**  
(Zip Code)

**(510) 845-1999**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common stock, par value \$0.001 per share	GO	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 13, 2026, the Company announced that Steven K. Wilson, Executive Vice President and Chief Purchasing Officer, will depart the Company effective March 20, 2026. Mr. Wilson will receive separation benefits as provided in the Company's Executive Severance Plan. A description of these benefits is included under the heading "Potential Payments Upon Termination or Change in Control—Executive Severance Plan" in the Company's 2025 proxy statement filed with the U.S. Securities and Exchange Commission on April 17, 2025 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u><a href="#">Press release, dated January 13, 2026, entitled "Grocery Outlet Holding Corp. Announces Chief Purchasing Officer Retirement"</a></u>
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

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### Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Grocery Outlet Holding Corp.

Date: January 13, 2026

By: /s/ Luke D. Thompson  
Name: Luke D. Thompson  
Title: Executive Vice President, General Counsel and Secretary



**Grocery Outlet Holding Corp. Announces Chief Purchasing Officer Retirement**  
*EVP Matt Delly to Lead Purchasing and Merchandising Functions*

**Emeryville, CA – January 13, 2026** – Grocery Outlet Holding Corp. (NASDAQ: GO) (“Grocery Outlet” or the “Company”) today announced that Steve Wilson, EVP and Chief Purchasing Officer, will retire effective March 20, 2026, after 31 years of service. Industry veteran Matt Delly, who joined Grocery Outlet last year as Chief Merchandising Officer, will assume leadership over the Company’s purchasing and merchandising functions as its Chief Merchandising and Purchasing Officer. The integration of merchandising and purchasing operations under Mr. Delly’s leadership is expected to increase efficiency and strengthen performance as part of the Company’s strategic objective to drive execution at scale.

“Steve has been instrumental in shaping Grocery Outlet’s product and purchasing strategy and customer value proposition,” said Jason Potter, President and Chief Executive Officer of Grocery Outlet. “Among his many contributions, he has built an extraordinary buying team with deep expertise and the critical supplier relationships that are essential to support our unique buying model. We’re deeply grateful for Steve’s leadership over the past three decades, and we wish him and his family all the best in retirement.”

Mr. Wilson will work closely with the leadership team over the coming months to ensure a smooth and effective transition in support of the integration of the Company’s purchasing and merchandising functions.

“Combining our strong buying team with our new merchandising capabilities will advance our ongoing efforts to become a great selling organization,” said Mr. Potter. “Since joining Grocery Outlet last year, Matt has quickly proven himself as an exceptional leader and merchandiser, with the strategic rigor and operational discipline to improve efficiency today, while expanding our runway for tomorrow. I look forward to working with Matt and his newly integrated team as we build on and enhance the longstanding buying strength that truly differentiates Grocery Outlet, while driving better execution and increased support for our independent operators and our customers.”

**About Grocery Outlet**

Based in Emeryville, California, Grocery Outlet is a high-growth, extreme value retailer of quality, name-brand consumables and fresh products sold primarily through a network of independently operated stores. Grocery Outlet and its subsidiaries have more than 560 stores in California, Washington, Oregon, Pennsylvania, Tennessee, Idaho, Nevada, Maryland, New Jersey, Ohio, North Carolina, Georgia, Alabama, Delaware, Kentucky and Virginia.

**INVESTOR RELATIONS CONTACTS:**

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