

September 19, 2022

Charles Bracher
Chief Financial Officer
Grocery Outlet Holding Corp.
5650 Hollis Street
Emeryville, California 94608

Holding Corp.

Fiscal Year Ended January 1, 2022

Re: Grocery Outlet

Form 10-K for the

Filed March 2, 2022

File No. 001-38950

Dear Mr. Bracher:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

Division of Corporation Finance

Office of Trade & Services