

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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*<br><u>Gray Lindsay E.</u><br><br>(Last) (First) (Middle)<br>C/O GROCERY OUTLET HOLDING CORP.<br>5650 HOLLIS STREET<br><br>(Street)<br>EMERYVILLE CA 94608<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Grocery Outlet Holding Corp. [ GO ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>SVP, Accounting |
|                                                                                                                                                                                                                                | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/29/2024                            |                                                                                                                                                                                                          |
|                                                                                                                                                                                                                                | 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                    | 02/29/2024                           |                                                    | A                              |   | 4,656 <sup>(1)</sup>                                              | A          | \$0   | 33,762                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/29/2024                           |                                                    | A                              |   | 8,015 <sup>(2)</sup>                                              | A          | \$0   | 41,777                                                                                        | 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) |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |

**Explanation of Responses:**

- Represents fully vested shares of the Issuer's Common Stock acquired by the reporting person upon certification by the Issuer's Compensation Committee that certain performance-based vesting conditions had been satisfied with respect to performance stock units ("PSUs") granted to the reporting person on March 4, 2021.
- Represents 8,015 restricted stock units ("RSUs") granted to the reporting person that will entitle the reporting person to receive one share of the Issuer's Common Stock per RSU. The RSUs will vest, and the underlying shares will be concurrently issued in a series of three equal installments upon the reporting person's completion of each 12 month period of service over the period measured from March 1, 2024 to March 1, 2027, subject to the continued service of the reporting person through such vesting dates. Does not include up to an additional 12,023 unvested PSUs at target achievement (or up to an additional 24,046 unvested PSUs at maximum achievement) which are eligible to vest upon the achievement of certain performance-based vesting conditions.

**Remarks:**

/s/ Lauri Fischer, Lauri Fischer, attorney-in-fact 03/04/2024  
 \*\* 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.