

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

OMB APPROVAL	
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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>Bracher Charles</u> (Last) (First) (Middle) C/O GROCERY OUTLET HOLDING CORP., 5650 HOLLIS STREET (Street) EMERYVILLE CA 94608 (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) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year) 01/28/2021		

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	01/27/2021		M		9,375 ⁽²⁾	A	\$3.81	63,144 ⁽²⁾	D	
Common Stock	01/27/2021		M		9,375 ⁽²⁾	A	\$7.13	72,519 ⁽²⁾	D	
Common Stock	01/27/2021		S ⁽¹⁾		16,400	D	\$45.77 ⁽³⁾	56,119 ⁽²⁾	D	
Common Stock	01/27/2021		S ⁽¹⁾		2,350 ⁽²⁾	D	\$46.18 ⁽²⁾⁽⁴⁾	53,769	D	
Common Stock								1,410	I	By spouse
Common Stock								400	I	By child ⁽⁵⁾
Common Stock								400	I	By child ⁽⁶⁾
Common Stock								400	I	By child ⁽⁷⁾

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					
Stock Options (Right to Buy)	\$3.81	01/27/2021		M		9,375 ⁽²⁾	(8)	11/25/2024	Common Stock	9,375 ⁽²⁾	\$0.00	153,280	D	
Stock Options (Right to Buy)	\$7.13	01/27/2021		M		9,375 ⁽²⁾	(9)	11/25/2024	Common Stock	9,375 ⁽²⁾	\$0.00	118,281	D	

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a previously adopted Rule 10b5-1 trading plan.
- The original Form 4, filed on January 28, 2021, incorrectly reported that on January 27, 2021 the reporting person exercised 8,700 and 8,800, respectively, of the options reflected in Table II above and sold all of the shares received in respect of such options on such date. The original Form 4 is hereby amended to reflect that on January 27, 2021, the reporting person exercised 9,375 and 9,375, respectively, of the options reflected on Table II above and sold all of the shares received in respect of such options on such date as shown in Table I above. The price received by the reporting person in respect of such share sales in Column 4 of Table I has also been corrected.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.14 to \$46.13, inclusive. The reporting person undertakes to provide to Grocery Outlet Holding Corp. (the "Issuer"), any security holder of the Issuer or the staff of the Securities and Exchange Commission (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.14 to \$46.28, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- Reflects shares directly held by a trust for the benefit of the reporting person's eldest child, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held on behalf of his child by this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- Reflects shares directly held by a trust for the benefit of the reporting person's second eldest child, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held on behalf of his child by this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- Reflects shares directly held by a trust for the benefit of the reporting person's youngest child, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held on behalf of his child by this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- Represents previously granted stock options which were deemed earned and acquired upon the satisfaction of certain performance vesting criteria. These stock options are vested and exercisable.
- 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.

Remarks:

/s/ Pamela B. Burke, Pamela B. Burke, as Attorney-In-Fact 02/03/2021

** 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.

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