

**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):
April 1, 2024**



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:

Title of each class	Trading Symbol	Name of each exchange on which registered
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.

Item 7.01 Regulation FD Disclosure.

On April 2, 2024, Grocery Outlet Holding Corp. (the "Company" or "Grocery Outlet") issued a press release announcing the closing, on April 1, 2024, of the previously disclosed acquisition by Grocery Outlet Inc., a California corporation and the Company's wholly owned subsidiary, of BBGO Acquisition, Inc., a Delaware corporation and owner of all of the issued and outstanding capital stock of The Bargain Barn, Inc., a Tennessee corporation doing business as United Grocery Outlet, for approximately \$62 million, including cash on hand, and subject to post-closing adjustments. A copy of the press release is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 7.01 of this report (including Exhibit 99.1 furnished herewith) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated April 2, 2024, entitled "Grocery Outlet Holding Corp. Closes Acquisition of United Grocery Outlet"
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.

Signatures

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

Grocery Outlet Holding Corp.

Date: April 2, 2024

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



Grocery Outlet Holding Corp. Closes Acquisition of United Grocery Outlet
Acquisition Expands Company's Presence into New Adjacent Markets in the Southeast

Emeryville, CA – April 2, 2024 – Grocery Outlet Holding Corp. (NASDAQ: GO) ("Grocery Outlet" or the "Company") today announced the closing of the previously announced acquisition of United Grocery Outlet ("UGO"), an extreme value, discount grocery retailer operating throughout the Southeastern United States, from affiliates of Gen Cap America, Inc. and current and former UGO management. With 40 stores and a distribution center, the acquisition of UGO expands Grocery Outlet's presence into Tennessee, North Carolina, Georgia, Alabama, Kentucky and Virginia.

"We are pleased to complete this transaction and extend our footprint into the Southeast," said RJ Sheedy, President and Chief Executive Officer of Grocery Outlet. "These stores have a track record of strong performance and give us immediate scale and a platform for future expansion in this new region. Our similar opportunistic buying strategies, customer value propositions, and shared mission of serving our communities make this acquisition a natural fit for our business. We are excited to welcome the United Grocery Outlet team to the Grocery Outlet family and work together on the many growth opportunities ahead."

Forward-Looking Statements:

This news release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this release other than statements of historical fact may constitute forward-looking statements, including statements regarding our acquisition and integration of United Grocery Outlet, our business strategy and plans, business and market trends, and our future operating results and financial position. These forward-looking statements are subject to a number of risks, uncertainties and assumptions that may cause actual results to differ materially from those expressed or implied by any forward-looking statements, including, but not limited to, integration of the acquisition and other factors discussed in the Company's most recent Annual Report on Form 10-K and in other subsequent reports, including in "Risk Factors," which the Company files with the U.S. Securities and Exchange Commission. The Company's periodic filings are accessible on the SEC's website at www.sec.gov. These forward-looking statements are made as of the date of this release or as of the date specified herein and the Company has based these forward-looking statements on current expectations and projections about future events and trends. Except as required by law, the Company does not undertake any duty to update any of these forward-looking statements after the date of this news release or to conform these statements to actual results or revised expectations.

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 through a network of independently operated stores. Grocery Outlet has more than 470 stores in California, Washington, Oregon, Pennsylvania, Idaho, Nevada, Maryland, New Jersey

and Ohio. Grocery Outlet also owns United Grocery Outlet, a closeout grocery retailer with 40 stores in Tennessee, North Carolina, Georgia, Alabama, Kentucky, and Virginia.

INVESTOR RELATIONS CONTACTS:

Christine Chen
(510) 877-3192
cchen@cfgo.com

John Rouleau
(203) 682-4810
John.Rouleau@icrinc.com

MEDIA CONTACT:

Alejandro Alvarez Correa
(510) 346-5532
aalvarezcorrea@cfgo.com