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

1. Name and Address of Reporting Person
   Lindberg Eric J. Jr.
   C/O GROCERY OUTLET HOLDING CORP.
   5650 HOLLIS STREET
   EMERYVILLE CA  94608

2. Issuer Name and Ticker or Trading Symbol
   Grocery Outlet Holding Corp. [ GO ]

3. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X  Director
   10% Owner
   Officer (give title below)  Other (specify below)

4. Date of Earliest Transaction (Month/Day/Year)
   08/16/2023

5. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication
   Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/16/2023(1)</td>
<td>c(2)</td>
<td>100,000</td>
<td>D</td>
<td>2,026,670</td>
<td>I</td>
<td>By Lindberg Revocable Trust(3)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| 8. Price of Securities          |                                      |                                                |                              |                                              |                                                 |                                 |                                 |
| 9. Number of derivative         |                                      |                                                |                              |                                              |                                                 |                                 |                                 |
| 10. Ownership Form: Direct (D)  |                                      |                                                |                              |                                              |                                                 |                                 |                                 |
| 11. Nature of Indirect          |                                      |                                                |                              |                                              |                                                 |                                 |                                 |
| Beneficial Ownership (Instr. 4)|                                      |                                                |                              |                                              |                                                 |                                 |                                 |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Reflects the date the reporting person made the irrevocable gift commitment and is not the date of actual transfer.
2. Reflects the gift of common stock to a charitable donor advised fund.
3. Reflects shares directly held by The Lindberg Family Revocable Trust u/a/d 2/14/2006 of which Mr. Lindberg is a Trustee
4. Reflects shares directly held by the Lindberg Irrevocable Trust u/a/d 5/12/17 of which Mr. Lindberg is a Trustee.

Remarks:

/s/ Lauri Fischer, Lauri
Fischer, attorney-in-fact
08/18/2023

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).

** Signature of Reporting Person Date

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.