

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).

**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 * <u>Lindberg Eric J. Jr.</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 10/08/2019	
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	10/08/2019		M		25,000	A	\$7.13	25,000	D	
Common Stock	10/08/2019		S		25,000	D	\$32.5688 <sup>(1)</sup>	0	D	
Common Stock	10/08/2019		S		225,000	D	\$32.5688 <sup>(1)</sup>	2,426,670	I	By Lindberg Revocable Trust <sup>(2)</sup>
Common Stock	10/08/2019		G	V	50,000	D	\$0.00	2,376,670	I	By Lindberg Revocable Trust <sup>(2)</sup>
Common Stock								701,500	I	By Lindberg Irrevocable Trust <sup>(3)</sup>
Common Stock								460	I	By child
Common Stock								460	I	By spouse

**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						Title
Stock Options (Right to Buy)	\$7.13	10/08/2019		M			25,000	(4)	10/21/2024	Common Stock	25,000	\$0.00	1,332,614	D	

**Explanation of Responses:**

- This amount represents the \$33.75 secondary public offering price per share of the Common Stock of the Issuer less the underwriting discount of \$1.18125 per share.
- Reflects shares directly held by the Lindberg Revocable Trust u/a/d 2/14/06 of which Mr. Lindberg is a Trustee
- Reflects shares directly held by the Lindberg Irrevocable Trust u/a/d 5/12/17 of which Mr. Lindberg is a Trustee.

4. Represents 1,357,614 stock options granted on October 21, 2014 which vest in five equal installments on each of the first five anniversaries of the grant date. Does not include an additional 1,357,614 stock options with an exercise price of \$3.81 which are eligible to vest upon the achievement of certain performance-based vesting conditions.

**Remarks:**

The reporting person disclaims beneficial ownership of all indirectly held securities except to the extent of his pecuniary interest therein. The reporting person's sale of shares reported herein may be deemed to be matchable under Section 16(b) of the Securities and Exchange Act of 1934, as amended ("Section 16(b)"), with purchases by the reporting person's wife and child in the Issuer's directed share program in connection with its initial public offering. The reporting person has voluntarily disgorged to the Issuer the Section 16(b) profit that may have been deemed to result from the transactions reported herein.

/s/ Pamela B. Burke, as  
Attorney-in-Fact

10/10/2019

\*\* 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.**