FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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MENT OF CHANGES IN BENEFICIAL OWNERSHIP	OM
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Lindberg Eric J. Jr.				2. Issuer Name and Ticker or Trading Symbol Grocery Outlet Holding Corp. [GO]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
OCERY OU	TLET HOLDIN	` '			3. Date of Earliest Transaction (Month/Day/Year) 09/26/2022									below)	Officer (give title below) Other below) Chief Executive Officer			′	
VILLE C	Α :	94608		- 4. l	f Amen	dmen	t, Date	of Origi	inal Fil	led (Month/Da	ay/Year)		Line)	Form f	iled by C	ne Rep	orting Pe	son	
(Si	tate)	(Zip)												reisoi					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date of Country (mounts)		Date	Date		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 ar			nd 5) Securities Beneficially Owned Following		У	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock		09/26/2022				M		5,049	A	\$3.8	31	65,609		D					
Common Stock 0		09/26/2	2022				S ⁽¹⁾		5,049	D	\$35.2	5(2)	60,560		D				
Common Stock													2,126,	2,126,670		1	By Lindberg Revocable Trust ⁽³⁾		
Common Stock													401,500		I		By Lindberg Irrevocable Trust ⁽⁴⁾		
Common Stock														460)		[By spouse	
Common Stock												460		I		By child			
	Т	able I												Owned					
1. Title of Derivative Conversion Date Courty or Exercise (Month/Day/Year) If any			emed ion Date,	4. Transa	ction	5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying			Derivative Security	derivati Securiti Benefic Owned Followi Reporte Transac	ative rities ficially ed wing rted saction(s)	Form: Direct (D or Indire	Beneficial Ownership ct (Instr. 4)	
				Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	or Numb of	oer						
\$3.81	09/26/2022			M			5,049	(5))	10/21/2024	Commor Stock	5,04	19	\$0	502,	.565	D		
	rg Eric J. (Fi OCERY OU DLLIS STRI VILLE C. (Si Security (Inst Stock Stock Stock Stock 2. Conversion or Exercise Price of Derivative Security	rg Eric J. Jr. (First) OCERY OUTLET HOLDIN OLLIS STREET VILLE CA (State) Tab Security (Instr. 3) Stock Stock	(First) (Middle) OCERY OUTLET HOLDING CO OLLIS STREET VILLE CA 94608 (State) (Zip) Table I - N Security (Instr. 3) Stock Stock Stock Stock Stock Table I 2. Conversion or Exercise Price of Derivative Security Security (Month/Day/Year) (Month/Day/Year) Stock Stock Table I	(First) (Middle) CCERY OUTLET HOLDING CORP. CLIS STREET VILLE CA 94608 (State) (Zip) Table I - Non-Derivative Stock Stock Table II - Derivative Security 2. Transaction Date (Month/Day/Year) 2. Table II - Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	rg Eric J. Jr. (First) (Middle) OCERY OUTLET HOLDING CORP. OLLIS STREET Table I - Non-Derivative Security (Instr. 3) Stock O9/26/2022 Stock O9/26/2022 Stock Stock Table II - Derivative (e.g., puts, price of Derivative Operivative Security [Annual Conversion of Derivative Operivative Operivati	Grocer (First) (Middle) 3. Date of 09/26/202 (State) (Zip) Table I - Non-Derivative Sec (Month/Day/Year) 2A. D Exectification of Exercise Price of Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2A. D Exection Date (Month/Day/Year) 2A. D Exection Date (Month/Day/Year) 2A. D Exectification of Exercise Price of Date (Month/Day/Year) 3A. Deemed Execution Date (fi any (Month/Day/Year) 2A. D Exection Date (Month/Day/Year) 2A. D Exection Date (Month/Day/Year) 2A. D Exection Date (e.g., puts, calls 2A. D Exection Date (fi any (Month/Day/Year) 2A. D Exection Date (Mont	Grocery O Grocery O (First) (Middle) OCERY OUTLET HOLDING CORP. OLLIS STREET Table I - Non-Derivative Securities (Month/Day/Year) Security (Instr. 3) Stock O9/26/2022 Stock O9/26/2022 Stock O9/26/2022 Stock Table II - Derivative Securities (e.g., puts, calls, wa Core Exercise Price of Date (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, wa Code (Instr. 8) (Month/Day/Year) A. If Amendmen 2. Transaction Date (e.g., puts, calls, wa Code (Instr. 8) (Month/Day/Year) Stock Stock Table II - Derivative Securities (e.g., puts, calls, wa Code (Instr. 8) (Month/Day/Year) Conversion Or Exercise Price of Date (Month/Day/Year) Price of Derivative Securities (e.g., puts, calls, wa Code (Instr. 8) (Month/Day/Year) Code (Instr. 8) (A) (A) (Code V (A) (Code V (A) (A) (Code V (Code V (A) (Code V (Code	Table II - Derivative Securities Acquired (Bock Stock	Code V (A) (D) (D)	Grocery Outlet Holding (State) Stock Sto	Grocery Outlet Holding Corp. [Givery Outlet Holding Corp. [Givery Outlet Holding Corp.] OCERY OUTLET HOLDING CORP. OLLIS STREET Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3) Security (Instr. 3) Ocean S	Grocery Outlet Holding Corp. [GO] (First) (Middle) DOCERY OUTLET HOLDING CORP. DILIS STREET Table I - Non-Derivative Securities Acquired, Disposed of, or Begurity (Instr. 3) 2. Transaction (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Transaction Code (Instr. 6) Stock 09/26/2022 M Stock 1. Stock Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security or Exercise (Month/Day/Year) 2. (La Code V (A) (D) Date Expiration Date Security (Month/Day/Year) 2. (Month/Day/Year) 2. Transaction Code (Instr. 6) 3. Transaction Code (Instr. 6) 4. Stock 5. Number (Month/Day/Year) 2. Transaction Code (Instr. 6) 2. Transaction Code (Instr. 6) 3. Transaction Code (Instr. 6) 4. Stock 5. Number (Month/Day/Year) 5. Number (Month/Day/Year) 5. Number (Month/Day/Year) 6. Stock 5. Number (Month/Day/Year) 7. Tritle a Courted (A) or Disposed of (D) Date Expiration Date Date (Instr. 3) 7. Tritle a Courted (A) or Disposed Of (D) Date Expiration Date Date (Month/Day/Year) 8. Stock Code V (A) (D) Date Expiration Date Expiration Date Date Date (Instr. 3) 7. Tritle a Courted (A) or Disposed Of (D) Date Expiration Date Date Date (Month/Day/Year) 8. Stock 1. Transaction Code (Instr. 3) 1. Transaction Date Date Expiration Date Date Date Date Date Date Date Date	Grocery Outlet Holding Corp. [GO] (First) (Middle) (Midd	Grocery Outlet Holding Corp. [Go] (Che Size Grocery Outlet Holding Corp. [Go] (In the size Grocery Outlet Holding Corp. [Go] (Size Grocery Outlet Holding Corp. [Go] (In the size Grocery Outlet Holding Corp. [Go] (Size Grocery Outlet Holding Corp. [Go] (In the size Grocery Outlet Holdi	Grocery Outlet Holding Corp. [GO] (Check all applied to Direct Conversion Date (Middle) Stock Stock Table I - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Stock Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Stock Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Stock Stock	Grocery Outlet Holding Corp. [Go] (First) (Middle) (Mid	Grocery Outlet Holding Corp. GO Check all applicable X Diffector X Officer (give title body) Chief Executive Chief Executive	Grocery Outlet Holding Corp. Go	

- 1. This transaction was effected pursuant to a previously adopted Rule 10b5-1 trading plan.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.48, 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 this footnote to this Form 4.
- 3. Reflects shares directly held by The Lindberg Family Revocable Trust u/a/d 2/14/2006 of which Mr. Lindberg is a Trustee.
- $4. \ Reflects \ shares \ directly \ held \ by \ the \ Lindberg \ Irrevocable \ Trust \ u/a/d \ 5/12/17 \ of \ which \ Mr. \ Lindberg \ is \ a \ Trusteent \ and \ an alternative \ before \ an alternative \ before \ bef$
- 5. These stock options are vested and exercisable

Remarks:

/s/ Lauri Fischer, Lauri Fischer, 09/27/2022 attorney-in-fact

** 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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