SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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[*]
 	
 Read S. MacGregor Jr.
 	
 (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
	 Grocery Outlet Holding Corp. [GO]
	
	 3. Date of Earliest Transaction (Month/Day/Year)
	 09/15/2021
	
	 4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		 X Director 10% Owner
		   Officer (give title below) Other (specify below)
		
		 6. Individual or Joint/Group Filing (Check Applicable Line)
		
		 X Form filed by One Reporting Person
		   Form filed by More than One Reporting Person

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	09/15/2021		A		1,778[(1)]	A	$0	9,779	D	
Common Stock								2,307,975	I	By Trust[(2)]
Common Stock								2,307,975	I	By Trust[(3)]

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	Amount or Number of Shares				

Explanation of Responses:

1. Represents a grant of 1,778 fully vested deferred stock units, which resulted from the Reporting Person's earlier election to defer all of his quarterly cash retainer. Such deferred stock units will be settled in a single distribution in shares of the Issuer's common stock on the first business day of 2025.

2. Reflects shares directly held by the Nordlingen Trust dated 1/23/2012, as amended and restated 9/17/2014 of which Mr. Read is a Trustee.

3. Reflects shares directly held by the Redmond Trust dated 10/19/2003, as amended and restated 9/17/2014 of which Mr. Read is a Trustee.

Remarks:

/s/ Pamela B. Burke, Pamela B. Burke, as Attorney-in-Fact   09/15/2021

** Signature of Reporting Person   Date