

Simpson Thacher & Bartlett LLP

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Direct Dial Number
+1-650-251-5110

E-mail Address
wbrentani@stblaw.com

VIA EDGAR

October 1, 2019

Re: Acceleration Request for Grocery Outlet Holding Corp.
Registration Statement on Form S-1 (File No. 333-234036)

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549
Attention: Katherine Bagley

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, we attach the requests of our client, Grocery Outlet Holding Corp., and of the underwriters that effectiveness of the above-referenced Registration Statement be accelerated to 4:05 p.m., Eastern Time, on October 3, 2019, or as soon as practicable thereafter. **We ask, however, that the Securities and Exchange Commission staff not accelerate such effectiveness until we speak with you on that date.**

Call me at (650) 251-5110 with any questions.

Very truly yours,

/s/ William B. Brentani

William B. Brentani

NEW YORK BEIJING HONG KONG HOUSTON LONDON LOS ANGELES SÃO PAULO TOKYO WASHINGTON, D.C.

October 1, 2019

VIA EDGAR

Re: Grocery Outlet Holding Corp.
Registration Statement on Form S-1
File No. 333-234036

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549
Attention: Katherine Bagley

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Grocery Outlet Holding Corp. (the "Company") hereby requests that the effective date of the above-referenced Registration Statement be accelerated so that it may become effective at 4:05 p.m., Eastern Time, on October 3, 2019, or as soon as possible thereafter. In this regard, the Company is aware of its obligations under the Securities Act.

If you require any additional information with respect to this letter, please contact William Brentani (650-251-5110) of Simpson Thacher & Bartlett LLP.

[Signature Page Follows]

Very truly yours,

GROCERY OUTLET HOLDING CORP.

By: /s/ Pamela B. Burke

Name: Pamela B. Burke

Title: Chief Administrative Officer, General Counsel and
Secretary

BofA Securities, Inc.
One Bryant Park
New York, New York 10036

Morgan Stanley & Co. LLC
1585 Broadway
New York, New York 10036

Deutsche Bank Securities Inc.
60 Wall Street
New York, New York 10005

Jefferies LLC
520 Madison Avenue, 10th Floor
New York, New York 10022

October 1, 2019

VIA EDGAR

U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549
Attn: Katherine Bagley

**Re: Grocery Outlet Holding Corp.
Registration Statement on Form S-1 (File No. 333-234036)
Request for Acceleration of Effective Date**

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended (the “**Act**”), we, as representatives of the several underwriters, hereby join in the request of Grocery Outlet Holding Corp. (the “**Company**”) for acceleration of the effective date of the above-named Registration Statement so that it becomes effective at 4:05 PM, Eastern Time, on October 3, 2019, or as soon thereafter as practicable, or at such other time as the Company or its outside counsel, Simpson Thacher & Bartlett LLP, request by telephone that such Registration Statement be declared effective.

Pursuant to Rule 460 under the Act, we, as representatives of the several underwriters, wish to advise you that there will be distributed to each underwriter or dealer, who is reasonably anticipated to participate in the distribution of the security, as many copies of the proposed form of preliminary prospectus as appears to be reasonable to secure adequate distribution of the preliminary prospectus.

We, the undersigned, as representatives of the several underwriters, have complied and will comply, and we have been informed by the participating underwriters that they have complied and will comply, with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

[Signature page follows]

Very truly yours,

BOFA SECURITIES, INC.
MORGAN STANLEY & CO. LLC
DEUTSCHE BANK SECURITIES INC.
JEFFERIES LLC

Acting severally on behalf of themselves and the
several Underwriters

BOFA SECURITIES, INC.

By: /s/ Ryan Seifert
Name: Ryan Seifert
Title: Managing Director

MORGAN STANLEY & CO. LLC

By: /s/ Jon Sierant
Name: Jon Sierant
Title: Executive Director

DEUTSCHE BANK SECURITIES INC.

By: /s/ Ben Darsney
Name: Ben Darsney
Title: Director

By: /s/ Manoj Mahtani
Name: Manoj Mahtani
Title: Director

JEFFERIES LLC

By: /s/ Michael Judlowe
Name: Michael Judlowe
Title: Managing Director

[Signature Page to Acceleration Request]