

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Read S. MacGregor Jr.</u> (Last) (First) (Middle) <u>C/O GROCERY OUTLET HOLDING CORP.</u> <u>5650 HOLLIS STREET</u> (Street) <u>EMERYVILLE CA 94608</u> (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 Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2021</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/29/2021</u> | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 | 01/27/2021 | | M | | 50,000 ⁽²⁾ | A | \$7.13 | 52,712 ⁽²⁾ | D | |
| Common Stock | 01/27/2021 | | S ⁽¹⁾ | | 915 | D | \$42.18 ⁽³⁾ | 51,797 ⁽²⁾ | D | |
| Common Stock | 01/27/2021 | | S ⁽¹⁾ | | 2,700 | D | \$43.08 ⁽⁴⁾ | 49,097 ⁽²⁾ | D | |
| Common Stock | 01/27/2021 | | S ⁽¹⁾ | | 25,304 | D | \$44.12 ⁽⁵⁾ | 23,793 ⁽²⁾ | D | |
| Common Stock | 01/27/2021 | | S ⁽¹⁾ | | 8,510 | D | \$45.43 ⁽⁶⁾ | 15,283 ⁽²⁾ | D | |
| Common Stock | 01/27/2021 | | S ⁽¹⁾ | | 12,571 ⁽²⁾ | D | \$46.03 ⁽²⁾⁽⁷⁾ | 2,712 | D | |
| Common Stock | | | | | | | | 2,307,975 | I | By Trust ⁽⁸⁾ |
| Common Stock | | | | | | | | 2,307,975 | I | By Trust ⁽⁹⁾ |

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 | | | | |
| Stock Options (Right to Buy) | \$7.13 | 01/27/2021 | | M | | 50,000 ⁽²⁾ | | (10) | 10/21/2024 | Common Stock | 50,000 ⁽²⁾ | \$0.00 | 250,000 | D | |

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a previously adopted Rule 10b5-1 trading plan.
- The original Form 4, filed on January 29, 2021, incorrectly reported that on January 27, 2021 the reporting person exercised 48,598 of the options reflected in Table II above and sold all of the shares received in respect of such options on such date. The original Form 4 is hereby amended to reflect that on January 27, 2021, the reporting person exercised 50,000 of the options reflected on Table II above and sold all of the shares received in respect of such options on such date as shown in Table I above. The price received by the reporting person in respect of such share sales in Column 4 of Table I has also been corrected.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.61 to \$42.47, 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 footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.69 to \$43.54, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.82 to \$44.78, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.85 to \$45.84, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.85 to \$46.28, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (7) to this Form 4.
- 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.
- 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.
- Represents previously granted stock options which were deemed earned and acquired upon the satisfaction of certain performance vesting criteria. These stock options are vested and exercisable.

Remarks:

The reporting person disclaims beneficial ownership of all indirectly held securities except to the extent of his pecuniary interest therein.

/s/ Pamela B. Burke, Pamela B. Burke, as Attorney-In-Fact 02/03/2021

** Signature of Reporting Person Date

* 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.