

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

<b>1. Name and Address of Reporting Person*</b> <u>McMahon Thomas H.</u> <hr/> (Last) (First) (Middle) <u>C/O GROCERY OUTLET HOLDING CORP.</u> <u>5650 HOLLIS STREET</u> <hr/> (Street) <u>EMERYVILLE CA 94608</u> <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>06/20/2019</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Grocery Outlet Holding Corp. [ GO ]</u> <hr/> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <span style="float: right;">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float: right;">Other (specify below)</span> <u>EVP, Sales &amp; Merchandising</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Non-voting common stock<sup>(1)</sup></u>	<u>91,195</u>	<u>D</u>	

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Options (Right to Buy)</u>	<u>(2)</u>	<u>11/25/2024</u>	<u>Common Stock</u>	<u>241,352</u>	<u>7.13</u>	<u>D</u>	
<u>Stock Options (Right to Buy)</u>	<u>(3)</u>	<u>06/19/2029</u>	<u>Common Stock</u>	<u>63,135</u>	<u>22</u>	<u>D</u>	

**Explanation of Responses:**

1. Upon the completion of the initial public offering of Grocery Outlet Holding Corp. (the "Issuer"), all shares of the Issuer's non-voting common stock will be automatically converted into shares of the Issuer's voting common stock on a one-for-one basis.
2. These stock options were granted on November 25, 2014 and vest in five equal installments on each of the first five anniversaries of the grant date. Does not include an additional 241,353 stock options with an exercise price of \$3.81 which are eligible to vest upon the achievement of certain performance-based vesting conditions.
3. These stock options vest on June 19, 2023.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

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

06/20/2019

\*\* 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 5 (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.**

POWER OF ATTORNEY

Know all by these presents that the undersigned, does hereby make, constitute and appoint each of Aisha Barbeau, Charles Bracher, Pamela Burke and Lindsay Gray, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (in the undersigned's individual capacity), to execute and deliver such forms that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Grocery Outlet Holding Corp. (i) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, statements on Form 3, Form 4 and Form 5 (including any amendments thereto) and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID. The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to his or her ownership of or transactions in securities of Grocery Outlet Holding Corp., unless earlier revoked in writing. The undersigned acknowledges that Aisha Barbeau, Charles Bracher, Pamela Burke and Lindsay Gray are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

By: /s/ Thomas H. McMahon

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Name: Thomas H. McMahon

Date: June 7, 2019