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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EL POLLO LOCO HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-356182
(I.R.S. Employer
Identification No.)

3535 Harbor Blvd., Suite 100
Costa Mesa, California 92626
(Address of Principal Executive Offices) (Zip Code)

El Pollo Loco Holdings, Inc. Equity Incentive Plan
(Full title of the plan)

Anne Jollay
Chief Legal and People Officer
El Pollo Loco Holdings, Inc.
3535 Harbor Blvd., Suite 100
Costa Mesa, California 92626
(714) 599-5000
(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is filed by the Registrant to register additional securities issuable pursuant to the El Pollo Loco Holdings, Inc. Equity Incentive Plan, as amended (the "Plan"), and consists of only those items required by General Instruction E to Form S-8. In accordance with General Instruction E of Form S-8, the contents of each of the Company's Registration Statements on Form S-8 filed with the Commission on [August 6, 2018](#) (File No. 333-226621) and on [September 20, 2021](#) (File No. 333-259661) are incorporated herein by reference.

PART I

**INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act").

PART II

**INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT ON FORM S-8**

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

- (a) The Company’s Annual Report on [Form 10-K](#) for its fiscal year ended December 27, 2023, filed with the Commission on March 8, 2024 (“2023 Form 10-K”);
- (b) The Company’s Quarterly Report on [Form 10-Q](#) for its fiscal quarter ended March 27, 2024, filed with the Commission on May 3, 2024;
- (c) The Company’s Current Reports on Form 8-K filed with the Commission on [February 2, 2024](#), [February 13, 2024](#) and [May 29, 2024](#), except as to information furnished under Items 2.02 and 7.01 thereunder; and
- (d) The description of the Company’s Common Stock contained in its Registration Statement on [Form 8-A](#) filed with the Commission on July 22, 2014, as modified by the description of the Company’s Common Stock contained in Exhibit 4.1 to the 2023 Form 10-K, and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of El Pollo Loco Holdings, Inc. ⁽¹⁾
4.2	Amended and Restated By-Laws of El Pollo Loco Holdings, Inc. ⁽²⁾
5.1	Opinion of Vedder Price P.C.
23.1	Consent of BDO USA P.C.
23.2	Consent of Vedder Price P.C. (included as part of Exhibit 5.1)
99.1	Equity Incentive Plan, as amended ⁽³⁾
107	Filing Fee Table

- (1) Filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the Commission on September 5, 2014 and incorporated herein by reference.
- (2) Filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on February 2, 2024 and incorporated herein by reference.
- (3) Included as Appendix C to the Company's Definitive Proxy Statement filed with the Commission on April 16, 2024 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California, on May 29, 2024

EL POLLO LOCO HOLDINGS, INC.

By: /s/ Elizabeth Williams
Elizabeth Williams
Chief Executive Officer

POWERS OF ATTORNEY

Each person whose signature appears below constitutes and appoints Elizabeth Williams and Anne Jollay, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to do any and all acts and things and to execute any and all instruments which said attorneys-in-fact may deem necessary or advisable to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing under the Securities Act of one or more Registration Statements on Form S-8, including the power and authority to sign on the undersigned's behalf the accompanying Registration Statement on Form S-8 (in respect of El Pollo Loco Holdings, Inc. Equity Incentive Plan) and any and all amendments, post-effective amendments, exhibits thereto and other documents in connection therewith, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Elizabeth Williams</u> Elizabeth Williams	Chief Executive Officer and Director (Principal Executive Officer)	May 29, 2024
<u>/s/ Ira Fils</u> Ira Fils	Chief Financial Officer (Principal Financial and Accounting Officer)	May 29, 2024
<u>/s/ William R. Floyd</u> William R. Floyd	Chairman and Director	May 29, 2024
<u>/s/ Douglas J. Babb</u> Douglas J. Babb	Director	May 29, 2024
<u>/s/ Samuel N. Borgese</u> Samuel N. Borgese	Director	May 29, 2024
<u>/s/ Mark Buller</u> Mark Buller	Director	May 29, 2024
<u>/s/ Nancy Faginas-Cody</u> Nancy Faginas-Cody	Director	May 29, 2024
<u>/s/ Deborah Gonzalez</u> Deborah Gonzalez	Director	May 29, 2024



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May 29, 2024

El Pollo Loco Holdings, Inc.
3535 Harbor Blvd., Suite 100
Costa Mesa, California 92626

Re: Registration Statement on Form S-8 of El Pollo Loco Holdings, Inc.

Ladies and Gentlemen:

We have acted as counsel to El Pollo Loco Holdings, Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company with the Securities and Exchange Commission ("SEC") of a Registration Statement on Form S 8 (the "Registration Statement") relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an additional 1,250,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, issuable under the El Pollo Loco Holdings, Inc. Equity Incentive Plan, as amended (the "Plan").

In rendering this opinion, we have examined such documents and materials, including the Registration Statement, the Plan incorporated by reference as an exhibit to the Registration Statement, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect, and such other corporate documents and records of the Company, as we have deemed necessary or appropriate for the purpose of and as a basis for rendering this opinion. In our investigation, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies, and the authenticity of the originals of such copies. As to matters of fact, we have relied upon representations of officers of the Company and assumed that all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate. We have also assumed that the Shares will remain reserved for issuance under the Plan until actually issued thereunder.

Based on the foregoing, and subject to the qualifications, assumptions and limitations set forth herein, it is our opinion that the Shares, when issued and delivered by the Company in accordance with the Plan, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is based on the facts in existence and the laws in effect on the date hereof and is limited to the General Corporation Law of the State of Delaware currently in effect. The opinions expressed herein are matters of professional judgment and are not a guarantee of result.

We hereby consent to the use of this opinion in connection with the Registration Statement and to references to our firm therein. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC thereunder.

Very truly yours,

/s/ Vedder Price P.C.

Consent of Independent Registered Public Accounting Firm

El Pollo Loco Holdings, Inc.
Costa Mesa, California

We hereby consent to the incorporation by reference in this Registration Statement of our reports dated March 8, 2024, relating to the consolidated financial statements and the effectiveness of El Pollo Loco Holdings, Inc.'s internal control over financial reporting, appearing in the Company's Annual Report on Form 10-K for the year ended December 27, 2023.

/s/ BDO USA, P.C.

Costa Mesa, California

May 29, 2024

FORM S-8
Registration Statement Under the Securities Act of 1933
(Form Type)

El Pollo Loco Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered⁽¹⁾	Proposed Maximum Offering Price Per Unit⁽³⁾	Maximum Aggregate Offering Price⁽³⁾	Fee Rate	Amount of Registration Fee⁽³⁾
Fees To Be Paid	Equity	Common Stock	Rule 457(c) Rule 457(h)	1,250,000 ⁽²⁾	\$ 10.46	\$ 13,075,000	\$ 0.00014760	\$ 1,929.87
			Total Offering Amounts			\$ 13,075,000		\$ 1,929.87
			Total Fees Previously Paid					—
			Total Fee Offsets					—
			Net Fee Due					\$ 1,929.87

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of Common Stock of the Registrant which become issuable under the El Pollo Loco Holdings, Inc. Equity Incentive Plan, as amended (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction as a result of antidilution provisions contained therein.
- (2) Represents additional shares of Common Stock reserved for issuance and issuable under the Plan.
- (3) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act on the basis of the average of the high and low trading prices (\$10.69 and \$10.23, respectively) of the Common Stock on May 23, 2024, as reported on the Nasdaq Global Select Market.