

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 7, 2018 (June 5, 2018)

**EL POLLO LOCO HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-36556

(Commission File Number)

20-3563182

(IRS Employer Identification No.)

3535 Harbor Blvd., Suite 100, Costa Mesa, California

(Address of principal executive offices)

92626

(Zip Code)

Registrant's telephone number, including area code: (714) 599-5000

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

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 13(a) of the Exchange Act.

## Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 5, 2018, El Pollo Loco Holdings, Inc. (the “Company”), held its 2018 annual meeting of stockholders. Of 38,636,038 shares of common stock outstanding and entitled to vote as of April 12, 2018, the record date for the annual meeting, 36,291,410 shares were present in person or represented by proxy, or 94%, constituting a quorum. At the annual meeting, stockholders elected each of three director nominees, ratified the appointment of BDO USA, LLP, as the Company’s independent registered public accounting firm for 2018 and approved the Company’s 2018 Omnibus Equity Incentive Plan. A description of each proposal and its voting results is set forth below.

### 1. Election of directors

Proposal 1 was the election of three nominees to serve as Class I directors until the 2021 annual meeting or until their successors are duly elected and qualified. The result of the vote was as follows:

| <b>Nominee</b>        | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------------|-----------------------|-------------------------|
| Bernard Acoca         | 27,573,587       | 416,343               | 8,301,480               |
| Michael G. Maselli    | 25,196,071       | 2,793,859             | 8,301,480               |
| Carol (“Lili”) Lynton | 25,781,592       | 2,208,338             | 8,301,480               |

### 2. Ratification of accountant appointment

Proposal 2 was the ratification of the appointment of BDO USA, LLP, as the Company’s independent registered public accounting firm for 2018. The result of the vote was as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 35,631,799       | 427,928              | 231,638            |

### 3. Approval of the 2018 Omnibus Equity Incentive Plan

Proposal 3 was the approval of the Company’s 2018 Omnibus Equity Incentive Plan, which was adopted by the Company’s board of directors on April 21, 2018 and would become effective on the date approved by the Company’s stockholders. The result of the vote was as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 27,276,713       | 660,641              | 52,576             | 8,301,480               |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

El Pollo Loco Holdings, Inc.  
(Registrant)

Date: June 7, 2018

/s/ Laurance Roberts  
Laurance Roberts  
Chief Financial Officer