SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person [*] <u>Trimaran Capital, L.L.C.</u>			2. Date of Event Requiring Statement (Month/Day/Year) 07/24/2014		3. Issuer Name and Ticker or Trading Symbol <u>El Pollo Loco Holdings, Inc.</u> [LOCO]				
(Last) (First) (Middle) C/O TRIMARAN CAPITAL PARTNERS					4. Relationship of Reporting Person(s) to Issu (Check all applicable) Director X 10% Ow		(M	5. If Amendment, Date of Original Filed (Month/Day/Year)	
1325 AVENUE OF THE AMERICAS, 25TH FLOOR					Officer (give title below)	Other (spe below)	· [0.1	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person	
(Street) NEW YORK NY 10019									
(City) (S	tate)	(Zip)							
			Table I - Nor	n-Derivati	ive Securities Beneficiall	y Owned			
1. Title of Security (Instr. 4)				. Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					28,557,989	Ι	See	footnote ⁽¹⁾	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4) 2. Date Exercision D. (Month/Day/V			ate	3. Title and Amount of Securit Underlying Derivative Securit	ty (Instr. 4) Conver or Exer		Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
						Amount or	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Number of Shares			
1. Name and Address of Reporting Person [*] <u>Trimaran Capital, L.L.C.</u>									
(Last) (First) (Middle) C/O TRIMARAN CAPITAL PARTNERS 1325 AVENUE OF THE AMERICAS, 25TH FLOOR									
(Street) NEW YORK NY 10019									
(City)	(State)	(Zip)							
1. Name and Address Bloom Jay R	s of Reporting	JPerson*							
(Last) (First) (Middle) C/O TRIMARAN CAPITAL PARTNERS									
1325 AVENUE OF THE AMERICAS, 25TH FLOOR									
(Street) NEW YORK	NY	10019							
(City)	(State)	(Zip)							

Explanation of Responses:

1. Trimaran Capital, L.L.C., is the managing member of Trimaran Pollo Partners, L.L.C., which is the direct owner of all shares reported herein. Mr. Bloom is a managing member of Trimaran Capital, L.L.C. Each of Trimaran Capital, L.L.C., and Mr. Bloom may be deemed a beneficial owner of shares of the issuer's common stock held by Trimaran Pollo Partners, L.L.C., but disclaims beneficial ownership thereof, except to the extent of its or his respective pecuniary interest therein.

Remarks:

Exhibit List: Exhibit 24: Power of Attorney for Jay R. Bloom, for Dean C. Kehler, for Trimaran Capital, L.L.C., and for Trimaran Pollo Partners, L.L.C.

<u>/s/ Jay R. Bloom, Managing</u>	
Member, on behalf of Trimaran	03/09/2016
<u>Capital, L.L.C.</u>	
<u>/s/ Jay R. Bloom</u>	03/09/2016

** 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 each of the undersigned hereby constitutes and appoints each of Edith R. Austin of El Pollo Loco Holdings, Inc. (the "Company"), Wesley W. Barton of Trimaran Pollo Partners, L.L.C., and Andrea L. Nicolas, Edward P. Mahaney-Walter, and Bryant H. Park of Skadden, Arps, Slate, Meagher & Flom LLP, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, and/or 10% owner of the Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Each of the undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. Each of the undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect with respect to an undersigned until that undersigned is no longer required to file with respect to that undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by that undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Power of Attorney to be executed as of this 9th day of March, 2016.

<u>/s/ Jay R. Bloom</u> Jay R. Bloom

<u>/s/ Dean C. Kehler</u> Dean C. Kehler

TRIMARAN CAPITAL, L.L.C.

By:/s/ Jay R. BloomName:Jay R. BloomTitle:Managing Member

TRIMARAN POLLO PARTNERS, L.L.C.

By: TRIMARAN CAPITAL, L.L.C. its Managing Member

By: <u>/s/ Jay R. Bloom</u> Name: Jay R. Bloom Title: Managing Member