

As filed with the Securities and Exchange Commission on September 21, 2021.

Registration No. 333-226621

Registration No. 333-224730

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-226621
REGISTRATION STATEMENT NO. 333-224730
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 (f/k/a 2018 Omnibus Equity Incentive Plan)
Non-Qualified Stock Option Award, Restricted Share Unit Award, Performance Share Unit Award
(Full title of the plan)

Laurance Roberts
Chief Financial Officer
El Pollo Loco Holdings, Inc.
3535 Harbor Blvd., Suite 100
Costa Mesa, California 92626
(714) 599-5000

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

Anne Jollay
Chief Legal Officer
El Pollo Loco Holdings, Inc.
3535 Harbor Blvd., Suite 100
Costa Mesa, California 92626
(714) 599-5000

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the “Amendment”) relates to the following registration statements (the “Original Registration Statements”) filed with the Securities and Exchange Commission (the “SEC”) by El Pollo Loco Holdings, Inc. (the “Company”):

- Registration Statement on Form S-8 (Registration No. 333-226621) filed with the SEC on [August 6, 2018](#).
- Registration Statement on Form S-8 (Registration No. 333-224730) filed with the SEC on [May 8, 2018](#).

This Amendment is being filed by the Company in accordance with Rule 462(d) under the Securities Act of 1933, as amended, solely to file a Consent of Independent Registered Public Accounting Firm attached as Exhibit 23.1 hereto. Except as described herein, this Amendment does not update, amend or modify any other information, statement or disclosure contained in the Original Registration Statements. No additional securities are to be registered, and registration fees were paid upon filing of the Original Registration Statements

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT ON FORM S-8

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)
4.3	2018 Omnibus Equity Incentive Plan*
4.4	Form of Non-Qualified Stock Option Agreement*
4.5	Form of Restricted Share Unit Award Agreement*
4.6	Form of Performance Share Unit Award Agreement*
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP*
23.1	Consent of BDO USA LLP, independent registered public accounting firm.
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included as part of Exhibit 5.1)*
24.1	Power of Attorney (included on the signature pages to the Original Registration Statements)

* Previously filed with the Original Registration Statements

(1) Filed as Exhibit 3.1 to the Company’s Quarterly Report on Form 10-Q filed with the Commission on September 5, 2014 (File No. 001-36556) and incorporated herein by reference.

(2) Filed as Exhibit 3.2 to the Company’s Quarterly Report on Form 10-Q filed with the Commission on September 5, 2014 (File No. 001-36556) and incorporated herein by reference.

Consent of Independent Registered Public Accounting Firm

El Pollo Loco Holdings, Inc.
Costa Mesa, California

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-226621 and No. 333-224730) of El Pollo Loco Holdings, Inc. (the "Company") of our reports dated March 15, 2021, relating to the consolidated financial statements and the effectiveness of El Pollo Loco Holdings, Inc.'s internal control over financial reporting, which appear in the Company's Annual Report on Form 10-K for the year ended December 30, 2020.

/s/ BDO USA, LLP

Costa Mesa, California
September 21, 2021

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

R-221 (11/20)
