

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Acoca Bernard</u> (Last) (First) (Middle) <u>C/O EL POLLO LOCO HOLDINGS, INC.</u> <u>3535 HARBOR BLVD., SUITE 100</u> (Street) <u>COSTA MESA CA 92626</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>El Pollo Loco Holdings, Inc. [LOCO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2019</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/08/2019 | | A | | 43,592 ⁽¹⁾ | A | \$0 | 211,864 ⁽²⁾ | D | |
| Common Stock | 05/09/2019 | | F | | 8,853 ⁽³⁾ | D | \$11.74 | 203,011 ⁽⁴⁾ | D | |
| Common Stock | 05/09/2019 | | F | | 11,946 ⁽⁵⁾ | D | \$11.74 | 191,065 ⁽⁶⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Non-Qualified Stock Options | \$11.47 | 05/08/2019 | | A | | 85,472 | | (7) | 05/08/2029 | Common Stock | 85,472 | \$0 | 85,472 | D | |

Explanation of Responses:

- Consists of restricted shares granted under the 2018 Omnibus Equity Incentive Plan, vesting in four equal installments on each of the first four anniversaries of the date of grant.
- Includes 96,156 time-vested restricted stock units and 72,116 performance stock units, each of which may be settled on a 1-for-1 basis, only in shares of common stock, and 43,592 shares of common stock.
- Shares withheld to satisfy tax withholding obligation applicable to the vesting of 24,039 stock-settled restricted stock units.
- Includes 72,117 time-vested restricted stock units and 72,116 performance stock units, each of which may be settled on a 1-for-1 basis, only in shares of common stock, and 58,778 shares of common stock.
- Shares withheld to satisfy tax withholding obligation applicable to the vesting of 36,058 stock-settled performance stock units.
- Includes 72,117 time-vested restricted stock units and 36,058 performance stock units, each of which may be settled on a 1-for-1 basis, only in shares of common stock, and 82,890 shares of common stock.
- Granted by a nonqualified stock option agreement under the 2018 Omnibus Equity Incentive Plan, vesting and becoming exercisable in four equal installments on each of the first four anniversaries of the date of grant.

Remarks:

/s/ Edith R. Austin, as 05/10/2019
attorney-in-fact

** 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 4 (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.

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