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

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**El Pollo Loco Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation or organization)

**20-3563182**  
(I.R.S. Employer Identification No.)

**3535 Harbor Blvd Suite 100**  
**Costa Mesa, California**  
(Address of principal executive offices)

**92626**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Preferred Stock Purchase Rights</b>	<b>The Nasdaq Stock Market LLC</b>

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement file number to which this form relates (if applicable): Not applicable.**

**Securities to be registered pursuant to Section 12(g) of the Act: None.**

N/A  
(Title of class)

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**Item 1. Description of Registrant’s Securities to be Registered.**

On August 8, 2023, the Board of Directors of El Pollo Loco Holdings, Inc. (the “Company”) declared a dividend of one preferred share purchase right (a “Right”) for each share of common stock, par value \$0.01 per share, of the Company (the “Common Shares”) outstanding on August 18, 2023 to the stockholders of record on that date. In connection with the distribution of the Rights, the Company entered into a Rights Agreement (the “Rights Agreement”), dated as of August 8, 2023, between the Company and Equiniti Trust Company, LLC, as rights agent.

Each Right entitles the registered holder to purchase from the Company one one-thousandth of a share of Series A Preferred Stock, par value \$0.01 per share, of the Company (the “Preferred Shares”) at a price of \$53.75 per one one-thousandth of a Preferred Share represented by a Right (the “Purchase Price”), subject to adjustment.

The Rights are in all respects subject to and governed by the provisions of the Rights Agreement, which is incorporated herein by reference. The description of the Rights is incorporated herein by reference to the description set forth under Items 1.01 and 5.03 of the Company’s Current Report on Form 8-K filed on August 9, 2023 and is qualified in its entirety by reference to the full text of the Rights Agreement.

**Item 2. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	Certificate of Designations of Series A Preferred Stock of El Pollo Loco Holdings, Inc., as filed with the Secretary of State of the State of Delaware on August 9, 2023 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on August 9, 2023).
<a href="#">4.1</a>	Rights Agreement, dated as of August 8, 2023, between El Pollo Loco Holdings, Inc. and Equiniti Trust Company, LLC, as rights agent (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on August 9, 2023).
<a href="#">99.1</a>	Press Release dated August 9, 2023 (incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K filed on August 9, 2023).

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**EL POLLO LOCO HOLDINGS, INC.**

By: /s/ Ira Fils

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Name: Ira Fils

Title: Chief Financial Officer

Date: August 9, 2023

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