

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 4, 2019

EL POLLO LOCO HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|-----------------------------------|
| Delaware | 001-36556 | 20-3563182 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 3535 Harbor Blvd., Suite 100, Costa Mesa, California | | 92,626 |
| (Address of principal executive offices) | | (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))

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------|-------------------|---|
| Common Stock, \$0.01 par value | LOCO | Nasdaq |

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 4, 2019, El Pollo Loco Holdings, Inc. (the “Company”), held its 2019 annual meeting of stockholders. Of 38,615,803 shares of common stock outstanding and entitled to vote as of April 11, 2019, the record date for the annual meeting, 36,891,448 shares were present in person or represented by proxy, or 95.5%, constituting a quorum. At the annual meeting, stockholders elected each of three director nominees, and ratified the appointment of BDO USA, LLP, as the Company’s independent registered public accounting firm for 2019. 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 II directors until the 2022 annual meeting or until their successors are duly elected and qualified. The result of the vote was as follows:

| Nominee | For | Withheld | Broker Non-Votes |
|------------------|------------|-----------|------------------|
| Douglas J. Babb | 25,783,840 | 5,440,620 | 5,666,988 |
| William R. Floyd | 25,863,617 | 5,360,843 | 5,666,988 |
| Dean C. Kehler | 25,378,909 | 5,845,551 | 5,666,988 |

2. Ratification of appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for 2019

Proposal 2 was the ratification of the appointment of BDO USA, LLP, as the Company’s independent registered public accounting firm for 2019. The result of the vote was as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 36,339,656 | 434,059 | 117,733 |

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, 2019

/s/ Laurance Roberts

Laurance Roberts
Chief Financial Officer