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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**EL POLLO LOCO HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**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**  
(Full title of the plan)

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**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)

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*Copies to:*

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

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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.

#### CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share<sup>(2)</sup></b>	<b>Proposed Maximum Aggregate Offering Price<sup>(2)</sup></b>	<b>Amount of Registration Fee<sup>(2)</sup></b>
Common Stock, par value \$0.01 per share	750,000	\$17.07	\$12,802,500.00	\$1,396.75

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement will also cover any additional shares of the common stock of El Pollo Loco Holdings, Inc. (the “Company” or the “Registrant”) that become issuable under the El Pollo Loco Holdings, Inc. Equity Incentive Plan (the “Plan”), by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s common stock.
- (2) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Market on September 16, 2021.
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## EXPLANATORY NOTE

This Registration Statement is filed by the Registrant to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8. In accordance with General Instruction E of Form S-8, the contents of the Company's Registration Statement on Form S-8 previously filed with the Commission on [August 6, 2018](#) (File No. 333-226621) are incorporated herein by reference.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

### PART II

#### INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

##### **Item 3. Incorporation of Certain Documents by Reference**

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for its fiscal year ended December 30, 2020, filed with the Commission on [March 15, 2021](#) (Commission File No. 001-36556);
- (b) The Company's Quarterly Reports on Form 10-Q for its fiscal quarters ended March 31, 2021, and June 30, 2021, filed with the Commission on [May 7, 2021](#) and [August 6, 2021](#), respectively (each Commission File No. 001-36556);
- (c) The Company's Current Reports on Form 8-K filed with the Commission on [June 3, 2021](#) and [June 14, 2021](#) (Commission File No. 001-36556, and only as to the information "filed" with the Commission thereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and not as to information "furnished" thereunder); and
- (d) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on [July 22, 2014](#) (Commission File No. 333-197001), as modified by the description of the Company's Common Stock contained in Exhibit 4.1 to the Company's Annual Report on Form 10-K for its fiscal year ended December 30, 2020, filed with the Commission on [March 15, 2021](#) (Commission File No. 001-36556), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

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**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 8. Exhibits.**

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
4.1	<a href="#">Amended and Restated Certificate of Incorporation of El Pollo Loco Holdings, Inc. (1)</a>
4.2	<a href="#">Amended and Restated By-Laws of El Pollo Loco Holdings, Inc. (2)</a>
4.3	<a href="#">Equity Incentive Plan (3)</a>
5.1	<a href="#">Opinion of VedderPrice P.C.</a>
23.1	<a href="#">Consent of BDO USA LLP</a>
23.2	<a href="#">Consent of Counsel (included as part of Exhibit 5.1)</a>

(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.

(3) Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 14, 2021 (File No. 001-36556) and incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Costa Mesa, State of California, on September 20, 2021.

**EL POLLO LOCO HOLDINGS, INC.**

/s/ Laurance Roberts

By: Laurance Roberts

Chief Financial Officer

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## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Laurance Roberts and Anne Jollay as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, including any and all post-effective amendments, exhibits thereto and other documents in connection therewith, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bernard Acoca</u> Bernard Acoca	Director, President and Chief Executive Officer (principal executive officer)	September 20, 2021
<u>/s/ Laurance Roberts</u> Laurance Roberts	Chief Financial Officer (principal financial and accounting officer)	September 20, 2021
<u>/s/ Michael G. Maselli</u> Michael G. Maselli	Chairman and Director	September 20, 2021
<u>/s/ Douglas J. Babb</u> Douglas J. Babb	Director	September 20, 2021
<u>/s/ Samuel N. Borgese</u> Samuel N. Borgese	Director	September 20, 2021
<u>/s/ Mark Buller</u> Mark Buller	Director	September 20, 2021
<u>/s/ William R. Floyd</u> William R. Floyd	Director	September 20, 2021
<u>/s/ Dean C. Kehler</u> Dean C. Kehler	Director	September 20, 2021
<u>/s/ Carol Lynton</u> Carol Lynton	Director	September 20, 2021
<u>/s/ John M. Roth</u> John M. Roth	Director	September 20, 2021

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[Vedder Price Letterhead]

September 20, 2021

El Pollo Loco Holdings, Inc.  
3535 Harbor Blvd., Suite 100  
Costa Mesa, California 92626

Re: Registration Statement on Form S-8 of El Pollo Loco Holdings, Inc.

Ladies and Gentlemen:

We have acted as counsel to El Pollo Loco Holdings, Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company with the Securities and Exchange Commission ("SEC") of a Registration Statement on Form S 8 (the "Registration Statement") relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an additional 750,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, issuable under the El Pollo Loco Holdings, Inc. Equity Incentive Plan (formerly the El Pollo Loco Holdings, Inc. 2018 Omnibus Equity Incentive Plan) (the "Plan").

In rendering this opinion, we have examined such documents and materials, including the Registration Statement, the Plan filed as an exhibit to the Registration Statement, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect, and such other corporate documents and records of the Company, as we have deemed necessary or appropriate for the purpose of and as a basis for rendering this opinion. In our investigation, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies, and the authenticity of the originals of such copies. As to matters of fact, we have relied upon representations of officers of the Company and assumed that all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate. We have also assumed that the Shares will remain reserved for issuance under the Plan until actually issued thereunder.

Based on the foregoing, and subject to the qualifications, assumptions and limitations set forth herein, it is our opinion that the Shares, when issued and delivered by the Company in accordance with the Plan, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is based on the facts in existence and the laws in effect on the date hereof and is limited to the General Corporation Law of the State of Delaware currently in effect. The opinions expressed herein are matters of professional judgment and are not a guarantee of result.

We hereby consent to the use of this opinion in connection with the Registration Statement and to references to our firm therein. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC thereunder.

Very truly yours,

/s/Vedder Price P.C.

Vedder Price P.C.

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Consent of Independent Registered Public Accounting Firm

El Pollo Loco Holdings, Inc.  
Costa Mesa, CA

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 15, 2021, relating to the consolidated financial statements of El Pollo Loco Holdings, Inc. and the effectiveness of El Pollo Loco Holdings, Inc.'s internal control over financial reporting, appearing in the Company's Annual Report on Form 10-K for the year ended December 30, 2020.

/s/  
BDO USA, LLP

Costa Mesa, CA  
September 20, 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.

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[Vedder Price Letterhead]

September 20, 2021

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Very truly yours,

/s/Vedder Price P.C.

Vedder Price P.C.

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