

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 27, 2023

Portillo's

PORTILLO'S INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-40951
(Commission File Number)

87-1104304
(I.R.S. Employer Identification No.)

2001 Spring Road, Suite 400, Oak Brook, Illinois 60523
(Address of principal executive offices)

(630)-954-3773
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value per share	PTLO	Nasdaq Global Select Market

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 27, 2023, Portillo's Inc. (NASDAQ:PTLO) (the "Company") held its 2023 Annual Meeting of Stockholders (the "Annual Meeting"). At the close of business on May 1, 2023, the record date for determination of stockholders entitled to vote at the Annual Meeting, there were 55,001,124 shares of Class A common stock outstanding and entitled to vote and 14,472,926 shares of Class B common stock outstanding and entitled to vote.

At the Annual Meeting, the stockholders (i) elected eight directors to serve until the Company's next annual meeting in 2024, or until their successors have been duly elected and qualified; and (ii) ratified the selection of Deloitte & Touche LLP as the Company's independent auditor for fiscal year 2023.

The final results are as follows:

Director Election Proposal	For	Withhold	Broker Non-Votes
Michael Osanloo	53,586,238	385,468	9,421,832
Ann Bordelon	53,579,169	392,537	9,421,832
Paulette R. Dodson	53,524,967	446,739	9,421,832
Noah Glass	53,583,597	388,109	9,421,832
Gerard J.Hart	53,574,983	396,723	9,421,832
Richard K.Lubin	53,262,150	709,556	9,421,832
Joshua A.Lutzker	49,433,013	4,538,693	9,421,832
Michael A. Miles Jr.	53,093,129	878,577	9,421,832

Auditor Ratification Proposal	For	Against	Abstain
Ratification of Deloitte & Touche LLP as independent auditor for fiscal year 2023	62,772,735	512,407	108,396

Additionally, the Company will make available responses to questions that were received in connection with the Annual Meeting on its investor relations website.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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, thereto duly authorized.

Portillo's Inc.
(Registrant)

Date: June 29, 2023

By: /s/ Susan B. Shelton
Susan B. Shelton
General Counsel and Secretary