

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): April 14, 2022

**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)

**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 (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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 14, 2022, Sherri Abruscato, Chief Development & Supply Chain Officer, informed Portillo's Inc. (the "Company") that she has decided to retire after 44 years of service to the Company. In connection with her retirement and in recognition of her service to the Company, the Board of Directors determined to provide Ms. Abruscato with (i) a prorated cash incentive payment for 2022, (ii) option awards granted under the Company's 2014 Equity Incentive Plan will remain outstanding and exercisable in accordance with their terms until August 1, 2024, (iii) restricted stock unit awards granted under the Company's 2021 Equity Incentive Plan scheduled to vest on October 21, 2022 will vest and settle and (iv) continued health coverage through the end of 2022. The effective date of Ms. Abruscato's retirement is expected to be July 31, 2022. The Company will be conducting a search for a Chief Development Officer to take on those responsibilities from Ms. Abruscato with Ms. Michelle Hook, Chief Financial Officer, assuming the oversight of Supply Chain responsibilities.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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

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**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: April 20, 2022

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