

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <u>Lutzker Joshua Adam</u> (Last) (First) (Middle) C/O PORTILLO'S INC. 2001 SPRING ROAD, SUITE 400 (Street) OAK BROOK IL 60523 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Portillo's Inc. [PTLO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/02/2024		A		18,006 ⁽¹⁾	A	\$0	36,739	I	See note ⁽²⁾⁽⁵⁾
Class A common stock								3,755,165	I	By Berkshire Fund VIII-A, L.P. ⁽³⁾⁽⁴⁾⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
LLC Units of PHD Group Holdings LLC	(6)							(6)	(6)	Class A common stock	5,216,808	9,037,513	I	By Berkshire Fund VIII, L.P. ⁽⁵⁾⁽⁷⁾
LLC Units of PHD Group Holdings LLC	(6)							(6)	(6)	Class A common stock	143,372	248,374	I	By Berkshire Investors III LLC ⁽⁵⁾ (8)
LLC Units of PHD Group Holdings LLC	(6)							(6)	(6)	Class A common stock	472,191	818,015	I	By Berkshire Investors IV LLC ⁽⁵⁾ (9)

Explanation of Responses:

- Represents restricted stock units ("RSUs") granted to the Reporting Person on May 2, 2024, for his service on the Issuer's board of directors, which will vest in full on December 31, 2024, subject to the Reporting Person's continued service with the Issuer through such vesting date and the terms of the applicable award agreement.
- Any securities issued to the Reporting Person for service as a director of the Issuer is held by the Reporting Person for the benefit of funds or entities affiliated with Berkshire Partners LLC ("BP" and such affiliated funds or entities, the "BP Entities"). The Reporting Person disclaims beneficial ownership of such securities, except to the extent of the Reporting Person's pecuniary interest therein, and the inclusion of any securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Represents shares of Class A common stock of the Issuer held by Berkshire Fund VIII-A, L.P. ("VIII-A"). Such securities may be deemed to be beneficially owned by Berkshire Partners Holdings LLC ("BPH"); BPS, L.P. ("BPS"); Eighth Berkshire Associates LLC ("8BA"), its general partner; and BP, its investment adviser. BPH is the general partner of BPS, which is the managing member of BP. As the managing member of BP, BPS may be deemed to beneficially own shares of Class A common stock that are beneficially owned by BP. As the general partner of BPS, BPH may be deemed to beneficially own shares of Class A common stock that are beneficially owned by BPS. BPH, BPS, VIII-A, 8BA and BP are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act").
- (Continued from footnote 3) Each of BPH, BPS, VIII-A, 8BA and BP disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.
- The Reporting Person disclaims beneficial ownership of such securities beneficially owned by any of the BP Entities, except to the extent of the Reporting Person's pecuniary interest therein, and the inclusion of any securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Pursuant to the Second Amended and Restated Limited Liability Company Agreement of PHD Group Holdings LLC ("PHD Group Holdings"), dated as of October 20, 2021, LLC Units (as defined therein) directly held by certain of the BP Entities are exchangeable for shares of Class A common stock on a one-for-one basis, subject to certain exceptions, conditions and adjustments. The LLC Units have no expiration date.
- Represents LLC Units of PHD Group Holdings held by Berkshire Fund VIII, L.P. ("VIII"). Such securities may be deemed to be beneficially owned by BPH; BPS; 8BA, its general partner; and BP, its investment adviser. BPH, BPS, VIII, 8BA and BP are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(d)(3) of the Act. Each of BPH, BPS, VIII, 8BA and BP disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.
- Represents LLC Units of PHD Group Holdings held by Berkshire Investors III LLC ("BI III"). BI III may be deemed to be, but does not admit to being, a member of a group holding over 10% of the

outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Act and disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.

9. Represents LLC Units of PHD Group Holdings held by Berkshire Investors IV LLC ("BI IV"). BI IV may be deemed to be, but does not admit to being, a member of a group holding over 10% of the outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Act and disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.

/s/ Joshua Adam Lutzker

05/06/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.