Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Washington,	D.C.	20549	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

OMB APPROVAL								
OMB Number: 3235-0287								
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Name and Address of Reporting Person* Shelton Susan Beth				2. Issuer Name and Ticker or Trading Symbol Portillo's Inc. [PTLO]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Sherton Susan Deth									_						ector		10% O	
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year)							X Offi	cer (give title ow)		Other (: below)	specify		
` ′						10/21/2023						Gei	neral Coun	sel ar	nd Secreta	ry		
C/O PORTILLO'S INC.					4 If Assess describe Date of Original Filed (Marsh/Dav/Marsh							C. Individual or Jaint/Craus Filing (Charles Annihinta						
2001 SPRING ROAD, SUITE 400				4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable Line)							
-													X Form filed by One Reporting Person					
(Street)														Form filed by More than One Reporting				
OAK BF	ROOK 1	L 6	0523											Person				
Rule 10b5-1(c) Transaction Indication																		
					$ \Box \rangle$	heck th	his hoy t	to indi	cate that	a trans	saction was m	ade nursi	uant to a	contract ins	truction or writ	ten nla	an that is inte	nded to
	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.											naca to						
		Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired	, Dis	posed of	, or Be	enefic	ally Ow	ned			
1. Title of Security (Instr. 3) 2. Transact Date (Month/Date			Execution Date,			3. 4. Securities Acquired Disposed Of (D) (Instr. 5)			nd Secu	Securities F		m: Direct	7. Nature of Indirect Beneficial					
			(WOTHINDA			(Month/Day/Year)				5)			Own	wned Following (I)) (Instr. 4)	Ownership	
								Code	v	Amount	(A) or (D)	Price	Trans	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Class A c	common s	tock		10/21/2	2023				F		2,215 ⁽¹⁾	D	\$14	14.73 14,177 D				
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		Ia	bie II -								osed of, o convertib				ea			
		3A. Dec			5. Number of				7. Title Amoun		8. Price o			10. Ownership	11. Nature of Indirect			
Security or Exercise (Month/Day/Year) if any					Code (Derivative		(Month			Securit	ies	Security	Securities	es Form:		Beneficial
(Instr. 3)	Price of Derivative		(Month	/Day/Year)	8)		Securities Underlying Acquired Derivative					(Instr. 5)	Beneficial Owned	ly	Direct (D) or Indirect	Ownership (Instr. 4)		
	Security					(A) or Security (In: Disposed 3 and 4)						Following Reported		(I) (Instr. 4)	ľ			
						of (D) /		')		Transaction(s)								
						(Instr. 3, 4 and 5)						(Instr. 4)						
									Amount		1							
									or									
1 1 1 1																		

Date

Exercisable

Expiration Date

Explanation of Responses:

1. Represents shares deducted to satisfy tax withholding obligations on the vesting of a previously disclosed award.

Remarks:

By: /s/ Susan Shelton 10/24/2023

** 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.