

BofA Securities, Inc.  
One Bryant Park  
New York, New York 10036

Goldman Sachs & Co. LLC  
200 West Street  
New York, New York 10282

Jefferies LLC  
520 Madison Avenue  
New York, New York 10022

September 12, 2022

**VIA EDGAR**

Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549-3561

**Re: First Watch Restaurant Group, Inc.  
Registration Statement on Form S-1  
File No. 333-267384**

**Acceleration Request  
Requested Date: September 14, 2022  
Requested Time: 4:00 p.m. Eastern Time**

Ladies and Gentlemen:

We refer to the registration statement on Form S-1 (File No. 333-267384) (as amended, the "Registration Statement") of First Watch Restaurant Group, Inc. (the "Company"), relating to the registration of the Company's common stock, par value \$0.01 per share.

In accordance with Rule 461 under the Securities Act of 1933, as amended (the "Act"), we, as representatives of the several underwriters, hereby join in the request of the Company for acceleration of the effective date of the above-referenced Registration Statement, requesting effectiveness as of 4:00 p.m., Eastern Time, on September 14, 2022, or at such later time as the Company or its outside counsel, Weil, Gotshal & Manges LLP, may request via telephone call to the staff of the Division of Corporation Finance of the Securities and Exchange Commission.

Pursuant to Rule 460 under the Act, we, as representatives of the several underwriters, wish to advise you that we will take reasonable steps to secure adequate distribution of the Company's preliminary prospectus dated September 12, 2022 to underwriters, dealers, institutional investors and others, prior to the requested effective time of the Registration Statement.

We, the undersigned, as representatives of the several underwriters, have complied and will comply, and we have been informed by the participating underwriters that they have complied and will comply, with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended, to the extent applicable.

*[Signature Page Follows]*

---

Very truly yours,

BOFA SECURITIES, INC.

By: /s/ Michael Liloia

Name: Michael Liloia

Title: Director

GOLDMAN SACHS & CO. LLC

By: /s/ Ryan Cunn

Name: Ryan Cunn

Title: Managing Director, Equity Capital Markets

JEFFERIES LLC

By: /s/ Michael A Bauer

Name: Michael A Bauer

Title: Managing Director

*[Signature Page to Underwriters' Acceleration Request]*