SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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

SECURITIES

1. Name and Address of Reporting Persor <u>Tomasso Christopher Anthon</u>	' Requiri	of Event 3. Issuer Name and Ticker or Trading Symbol ng Statement First Watch Restaurant Group, Inc. [FWRG] 2021 2021					
(Last)(First)(Middle)C/O FIRST WATCH RESTAURAN GROUP, INC.8725 PENDERY PLACE, SUITE 28725 PENDERY PLACE, SUITE 2(Street)BRADENTON FL34201(City)(State)(Zip)			4. Relationship of Repu Issuer (Check all applicable) X Director X Officer (give title below) Presiden	Dirting Person(s) 10% Ov Other (s below) t and CEO	Vner 6. I	ndividual or Join neck Applicable Form filed b Person	nt/Group Filing Line) y One Reporting y More than One
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			2. Amount of Securitie Beneficially Owned (In 4)		irect Own direct	4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
Expiration Date		4) or l		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	5)
Stock Option (right to buy)	(1)	08/21/2027	Common stock	1,035,825(1)	8.45	D	

Explanation of Responses:

1. Represents stock options awarded on August 21, 2017, pursuant to the Issuer's 2017 Omnibus Equity Incentive Plan. Unvested stock options vest in installments as follows: (a) 124,299 options on August 21, 2022; and (b) 138,110 options on each of the first two anniversaries of the closing of the Issuer's initial public offering (the "IPO") and on the 273rd day following the second anniversary of the closing of the IPO, subject to earlier forfeiture or acceleration.

Remarks:

Exhibit 24 - Power of Attorney, incorporated herein by reference

By: /s/ Jay Wolszczak, as 10/01/2021

attorney-in-fact ** Signature of Reporting

Date

Person

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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Jay Wolszczak and Christine Hermann of First Watch Restaurant Group, Inc. (the "Company") or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- execute for and on behalf of the undersigned with respect to the Company, Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- 3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- 4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of August, 2021.

/s/ Christopher A. Tomasso Name: Christopher A. Tomasso