

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>Hartman Eric Richard</u>			2. Issuer Name and Ticker or Trading Symbol <u>First Watch Restaurant Group, Inc. [FWRG]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>Chief Development Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O FIRST WATCH RESTAURANT GROUP, INC. 8725 PENDERY PLACE, STE. 201			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BRADENTON FL 34201</u>								
(City) (State) (Zip)			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			
Common Stock	03/12/2024		S ⁽¹⁾		2,229	D	\$24.43 ⁽²⁾	73,391	D	
Common Stock	03/12/2024		M		58,526	A	\$8.45	131,917	D	
Common Stock	03/12/2024		S		58,526	D	\$24.5 ⁽³⁾	73,391	D	

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		Date Exercisable	Expiration Date						Amount or Number of Shares
Stock Option (right to buy)	\$8.45	03/12/2024		M		58,526	(4)	08/21/2027	Common Stock	58,526	\$0	186,625	D	

Explanation of Responses:

- Represents the number of shares sold by First Watch Restaurant Group, Inc. on behalf of the reporting owner, which sale is mandatory pursuant to First Watch Restaurant Group, Inc.'s policies to cover necessary tax withholding obligations in connection with the vesting of restricted stock units. Such sales do not represent a discretionary trade by the reporting owner.
- The price reported in Column 4 is a weighted average price for the 2,229 shares. The individual range of sale prices for this transaction is \$24.26 to \$24.43. The reporting owner undertakes to provide to First Watch Restaurant Group, Inc., any security holder of First Watch Restaurant Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within the range set forth in this Footnote.
- The price reported in Column 4 is a weighted average price for the 58,526 shares. The individual range of sale prices for this transaction is \$24.50 to \$24.57. The reporting owner undertakes to provide to First Watch Restaurant Group, Inc., any security holder of First Watch Restaurant Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within the range set forth in this Footnote.
- The stock options representing a right to purchase a total of 246,625 shares, became partially exercisable as follows: (a) 29,595 stock options vested on August 31, 2018, (b) 29,595 stock options vested on August 31, 2019, (c) 29,595 stock options vested on August 31, 2020, (d) 29,595 stock options vested on August 31, 2021, (e) 29,595 stock options vested on August 31, 2022, (f) 32,883 stock options vested on October 1, 2022 and (g) 32,883 stock options vested on October 1, 2023. 32,884 stock options are scheduled to vest and become exercisable on June 30, 2024, subject to earlier forfeiture or cancellation.

Remarks:

/s/ Jay Wolszczak, as attorney-in-fact for Eric Richard 03/14/2024
Hartman

** 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.