

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

May 24, 2022

Date of Report (date of earliest event reported)

---

**First Watch Restaurant Group, Inc.**

(Exact name of registrant as specified in its charter)

---

Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-40866  
(Commission File Number)

82-4271369  
(I.R.S. Employer Identification Number)

8725 Pendery Place, Suite 201,  
Bradenton, FL 34201  
(Address of principal executive offices and zip code)  
(941) 907-9800  
(Registrant's telephone number, including area code)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.01 par value	FWRG	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

**Item 5.07 - Submission of Matters to a Vote of Security Holders.**

On May 24, 2022, First Watch Restaurant Group, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders (1) elected each of the Company’s Class I director nominees for Class I directors and (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 25, 2022. A more complete description of each proposal is set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 11, 2022. The final results with respect to each proposal are set forth below.

**Proposal One - Election of Class I Directors**

The stockholders elected each of the two nominees named below as Class I directors to serve until the 2025 annual meeting of stockholders or until their successors are duly elected and qualified or until their earlier resignation or removal. The results of such vote were:

<b>Class I Director Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
William Kussell	51,340,279	4,821,445	1,055,483
Lisa Price	52,818,259	3,343,465	1,055,483

**Proposal Two - Ratification of Appointment of Independent Registered Public Accounting Firm**

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 25, 2022. The results of such vote were:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
57,086,046	130,302	859

**Item 9.01 - Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Title or Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**First Watch Restaurant Group, Inc.**  
(Registrant)

Date: May 26, 2022

By: /s/ Jay Wolszczak  
Name: Jay Wolszczak  
Title: Chief Legal Officer, General Counsel and Secretary