

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Eisenacher Matthew</u> (Last) (First) (Middle) 8725 PENDERY PLACE STE. 201 (Street) BRADENTON FL 34201 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/07/2023	3. Issuer Name and Ticker or Trading Symbol <u>First Watch Restaurant Group, Inc. [FWRG]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Brand Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,108 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(2)	04/24/2029	Common Stock	78,920	12.68	D	
Stock Option (right to buy)	(3)	04/01/2030	Common Stock	26,772	13.52	D	
Stock Option (right to buy)	(4)	03/25/2032	Common Stock	43,290	12.58	D	

Explanation of Responses:

- Represents restricted stock units which vest in three equal annual installments beginning on March 9, 2024, subject to earlier forfeiture or acceleration.
- Represents stock options awarded on 4/24/2019, pursuant to the Issuer's 2017 Omnibus Equity Incentive Plan (the "2017 Plan"). Unvested stock options vest in installments as follows: (a) 9,471 options on April 24, 2024; and (b) 10,523 options on each of the second anniversary of the closing of the Issuer's initial public offering ("IPO") and on the 273rd day following the second anniversary of the closing of the IPO, subject to earlier forfeiture or acceleration.
- Represents stock options awarded on 4/1/2020, pursuant to the 2017 Plan. Unvested stock options vest in installments as follows: 3,213 options on each of April 1, 2024 and April 1, 2025; and (b) 3,570 options on each of the second anniversary of the closing of the IPO and on the 273rd day following the second anniversary of the closing of the IPO, subject to earlier forfeiture or acceleration.
- Represents stock options awarded on 3/25/2022, pursuant to the Issuer's 2021 Equity Incentive Plan. Unvested options vest in installments as follows: 14,430 options on March 25, 2024 and 14,431 options on March 25, 2025, subject to earlier forfeiture or acceleration.

Remarks:

EXHIBIT LIST: EX-24 Eisenacher.POA

/s/ Jay Wolszczak, Attorney-in-Fact for Matthew Eisenacher 08/10/2023

** 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 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, Jody Gale and Christine Hermann of First

1. 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")
2. 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 Section 13
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
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

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

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 the SEC. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of July, 2023.

/s/ Matthew Eisenacher

Name: Matthew Eisenacher

0[Signature Page to Power of Attorney (Section 16)]

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