

**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**

Date of Report (Date of earliest event reported): December 17, 2021

PORTILLO'S INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40951
(Commission
File Number)

87-1104304
(IRS Employer
Identification No.)

**2001 Spring Road, Suite 400
Oak Brook, Illinois**
(Address of principal executive offices)

60523
(Zip Code)

(630) 954-3773
(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:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Class A Common Stock, \$0.01 par value	PTLO	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 17, 2021, the Board of Directors (the “Board”) of Portillo’s Inc. (the “Company”) elected Paulette R. Dodson to serve on the Company’s Board, effective immediately. Ms. Dodson also has been appointed to the Nominating and Corporate Governance Committee of the Board. In connection with Ms. Dodson’s election, the Board increased its size from seven to eight directors.

The Board determined that Ms. Dodson is an independent director within the meaning of the Nasdaq listing standards. There are no arrangements or understandings between Ms. Dodson and any other persons pursuant to which she was elected as a director. There are no transactions and no proposed transactions between Ms. Dodson and the Company that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company will enter into its standard form of indemnification agreement with Ms. Dodson, a copy of which is filed as Exhibit 10.7 to the Company’s Quarterly Report on Form 10-Q, filed with the SEC on November 18, 2021. Ms. Dodson will also participate in the compensation arrangements established by the Company for non-employee directors.

Item 7.01 Regulation FD Disclosure.

On December 23, 2021, the Company issued a press release announcing the appointment of Ms. Dodson to the Board. A copy of the press release is being furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The press release is being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release
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.

Dated: December 23, 2021

Portillo's Inc.

By: /s/ Michelle Hook
Name: Michelle Hook
Title: Chief Financial Officer and Treasurer
(Principal Financial Officer)

Portillo's Announces Appointment of Paulette Dodson to Board of Directors
Seasoned legal executive to provide strategic guidance to fast-casual restaurant concept.

CHICAGO, December 23, 2021 – Portillo's (NASDAQ: PTLO), the fast-casual restaurant concept known for its menu of unrivaled Chicago street food, today announced the appointment of Paulette Dodson, General Counsel and Corporate Secretary at Alight Solutions, to the Portillo's Board of Directors, effective immediately.

"Paulette is a strategic leader and talented legal mind who brings a wealth of knowledge and a passion for our iconic brand," said Mike Miles, Portillo's Chairman of the Board of Directors. "We're very excited to welcome her to the Portillo's board."

Ms. Dodson is an experienced legal executive who has spent more than 30 years as a trusted advisor to CEOs and the boards of directors of Fortune 500 companies and large privately held companies. She presently serves as an active member of three other Illinois-based organizations: Better Government Association, United Way of Metro Chicago and Mather Lifeways. Currently, Ms. Dodson is General Counsel and Corporate Secretary for Alight – a leading cloud-based provider of integrated digital human capital and business solutions – where she provides strategic advice and legal expertise on matters related to board governance, mergers and acquisitions and corporate compliance. Prior to this, Ms. Dodson served as Senior Vice President, General Counsel and Corporate Secretary for American pet supplier PetSmart and as Senior Vice President, General Counsel and Corporate Secretary, among other roles, for packaged baked goods company Sara Lee Corporation. Ms. Dodson received her Bachelor of Arts degree in Urban Legal Studies from City College of New York, and a Juris Doctor degree from Cornell University.

"I look forward to working with the Portillo's management and other board members to support the continued growth of Portillo's, a beloved icon of family, greatness, energy and fun," said Paulette Dodson.

About Portillo's

In 1963, Dick Portillo invested \$1,100 into a small trailer to open the first Portillo's hot dog stand in Villa Park, IL, which he called "The Dog House." Years later, Portillo's has grown to include restaurants in nearly 70 locations across nine states. Portillo's is best known for its Chicago-style hot dogs, Italian beef sandwiches, char-grilled burgers, fresh salads and famous chocolate cake. Portillo's Home Kitchen is the company's fast-growing catering business. Portillo's also ships food to all 50 states via its website.

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