

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): 6/9/2026



PORTILLO'S INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization) **001-40951** (Commission File Number) **87-1104304** (I.R.S. Employer Identification No.)

2001 Spring Road, Suite 400, Oak Brook, Illinois 60523

(Address of principal executive offices)

(630)-954-3773

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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 per share	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 5.07 Submission of Matters to a Vote of Security Holders.

On June 9, 2026, Portillo's Inc. (NASDAQ:PTLO) (the "Company") held its 2026 Annual Meeting of Shareholders (the "Annual Meeting"). At the close of business on April 10, 2026, the record date for determination of shareholders entitled to vote at the Annual Meeting, there were 72,160,015 shares of Class A common stock outstanding and entitled to vote and 3,424,546 shares of Class B common stock outstanding and entitled to vote.

At the Annual Meeting, the Company's shareholders (i) elected seven directors to serve until the Company's next annual meeting in 2027, or until their successors have been duly elected and qualified; (ii) approved, on an advisory basis, the compensation of the Company's Named Executive Officers; and (iii) ratified the appointment of Deloitte & Touche LLP as the Company's independent auditor for fiscal year 2026.

The final results are as follows:

Director Election Proposal	For	Withhold	Broker Non-Votes
Eugene I. Lee, Jr.	41,248,080	1,026,855	19,301,913
Brett Patterson	40,835,122	1,439,813	19,301,913
Ann Bordelon	37,580,835	4,694,100	19,301,913
Paulette R. Dodson	37,489,684	4,785,251	19,301,913
Noah Glass	38,226,689	4,048,246	19,301,913
Gerard J. Hart	39,311,755	2,963,180	19,301,913
Jack Hartung	41,023,662	1,251,273	19,301,913

Say on Pay Proposal	For	Against	Abstain	Broker Non-Votes
Ratification of the approval, on an advisory basis, of the compensation for our NEOs	38,587,229	3,260,842	426,864	19,301,913

Auditor Ratification Proposal	For	Against	Abstain
Ratification of Deloitte & Touche LLP as independent auditor for fiscal year 2026	59,880,212	1,348,904	347,732

SIGNATURES

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

Portillo's Inc.
(Registrant)

Date: June 12, 2026

By: /s/ Kelly M. Kaiser
Kelly M. Kaiser
General Counsel and Secretary