

BofA Securities, Inc.
One Bryant Park
New York, New York 10036

Goldman Sachs & Co. LLC
200 West Street
New York, New York 10282

Jefferies LLC
4201 Congress Street, Suite 350
Charlotte, North Carolina 28209

September 28, 2021

VIA EDGAR

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549-3561
Attention: Jennifer López

**Re: First Watch Restaurant Group, Inc.
Registration Statement on Form S-1
File No. 333-259360**

**Acceleration Request
Requested Date: September 30, 2021
Requested Time: 4:00 p.m. Eastern Time**

Ladies and Gentlemen:

We refer to the registration statement on Form S-1 (File No. 333-259360) (as amended, the "Registration Statement") of First Watch Restaurant Group, Inc. (the "Company"), relating to the registration of the Company's common stock, par value \$0.01 per share.

In accordance with Rule 461 under the Securities Act of 1933, as amended (the "Act"), we, as representatives of the several underwriters, hereby join in the request of the Company for acceleration of the effective date of the above-referenced Registration Statement, requesting effectiveness as of 4:00 p.m., Eastern Time, on September 30, 2021, or at such later time as the Company or its outside counsel, Weil, Gotshal & Manges LLP, may request via telephone call to the staff of the Division of Corporation Finance of the Securities and Exchange Commission.

Pursuant to Rule 460 under the Act, we, as representatives of the several underwriters, wish to advise you that between September 22, 2021 through the date hereof we have distributed approximately 2,805 copies of the Company's preliminary prospectus dated September 22, 2021 to prospectus underwriters, dealers, institutional investors and others.

We, the undersigned, as representatives of the several underwriters, have complied and will comply, and we have been informed by the participating underwriters that they have complied and will comply, with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

[Signature Page Follows]

Very truly yours,

BOFA SECURITIES, INC.

By: /s/ Michael Liloia

Name: Michael Liloia

Title: Director

GOLDMAN SACHS & CO. LLC

By: /s/ Ryan Cunn

Name: Ryan Cunn

Title: Managing Director

JEFFERIES LLC

By: /s/ Mike Bauer

Name: Mike Bauer

Title: Managing Director

[Signature Page to Underwriters' Acceleration Request]