

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>ADVENT INTERNATIONAL GP, LLC</u>  (Last) (First) (Middle) <u>PRUDENTIAL TOWER</u> <u>800 BOYLSTON STREET, SUITE 3300</u>  (Street) <u>BOSTON MA 02199-8069</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>06/30/2023</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>First Watch Restaurant Group, Inc. [ FWRG ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  _____
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**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	34,539,784	I	See Notes <sup>(1)(2)(3)</sup>

**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			

**Explanation of Responses:**

- 1. See Exhibit 99.1 for text of footnote (1).
- 2. See Exhibit 99.1 for text of footnote (2).
- 3. See Exhibit 99.1 for text of footnote (3).

**Remarks:**

Exhibit 99.1 (Footnotes to Form 3) is incorporated by reference.

ADVENT INTERNATIONAL GP, LLC, By: /s/ Neil Crawford, Name: Neil Crawford, Title: Vice President, Finance

07/06/2023

\*\* 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.**

Footnotes to Form 3

- (1) Advent International, L.P. (f/k/a Advent International Corporation, “Advent”) manages funds that collectively own 34,539,784 shares of common stock of the Issuer, which are represented as follows: (i) 2,070,038 shares of common stock held by Advent International GPE VIII Limited Partnership; (ii) 2,246,847 shares of common stock held by Advent International GPE VIII-B-1 Limited Partnership; (iii) 1,675,283 shares of common stock held by Advent International GPE VIII-B-2 Limited Partnership; (iv) 2,615,975 shares of common stock held by Advent International GPE VIII-B-3 Limited Partnership; (v) 6,313,799 shares of common stock held by Advent International GPE VIII-B Limited Partnership; (vi) 1,031,255 shares of common stock held by Advent International GPE VIII-C Limited Partnership; (vii) 881,974 shares of common stock held by Advent International GPE VIII-D Limited Partnership; (viii) 261,362 shares of common stock held by Advent International GPE VIII-F Limited Partnership; (ix) 2,315,512 shares of common stock held by Advent International GPE VIII-H Limited Partnership; (x) 2,153,142 shares of common stock held by Advent International GPE VIII-I Limited Partnership; (xi) 2,115,908 shares of common stock held by Advent International GPE VIII-J Limited Partnership (the funds set forth in the foregoing clauses (i)-(xi), the “Advent VIII Luxembourg Funds”); (xii) 4,855,568 shares of common stock held by Advent International GPE VIII-A Limited Partnership; (xiii) 982,208 shares of common stock held by Advent International GPE VIII-E Limited Partnership; (xiv) 1,665,888 shares of common stock held by Advent International GPE VIII-G Limited Partnership; (xv) 992,811 shares of common stock held by Advent International GPE VIII-K Limited Partnership; (xvi) 902,283 shares of common stock held by Advent International GPE VIII-L Limited Partnership (the funds set forth in the foregoing clauses (xii)-(xvi), the “Advent VIII Cayman Funds”); (xvii) 76,403 shares of common stock held by Advent Partners GPE VIII Limited Partnership; (xviii) 476,165 shares of common stock held by Advent Partners GPE VIII Cayman Limited Partnership; (xix) 91,808 shares of common stock held by Advent Partners GPE VIII-A Limited Partnership; (xx) 63,519 shares of common stock held by Advent Partners GPE VIII-A Cayman Limited Partnership; and (xxi) 752,036 shares of common stock held by Advent Partners GPE VIII-B Cayman Limited Partnership (the funds set forth in the foregoing clauses (xvii)-(xxi), the “Advent VIII Partners Funds” and together with the Advent VIII Luxembourg Funds and the Advent VIII Cayman Funds, the “Advent VIII Funds”).
  - (2) GPE VIII GP S.à.r.l. is the general partner of the Advent VIII Luxembourg Funds. GPE VIII GP Limited Partnership is the general partner of the Advent VIII Cayman Funds. AP GPE VIII GP Limited Partnership is the general partner of the Advent VIII Partners Funds. Advent International GPE VIII, LLC is the manager of GPE VIII GP S.à.r.l. and the general partner of each of GPE VIII GP Limited Partnership and AP GPE VIII GP Limited Partnership. Advent is the manager of Advent International GPE VIII, LLC, and the Reporting Person is the general partner of Advent, and may be deemed to have voting and dispositive power over the shares held by the Advent VIII Funds.
  - (3) The Reporting Person disclaims Section 16 beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or any other purpose.
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