

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): May 27, 2021**

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**Del Taco Restaurants, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-36197**  
(Commission  
File Number)

**46-3340980**  
(I.R.S. Employer  
Identification Number)

**25521 Commercentre Drive  
Lake Forest, California 92630**  
(Address of Principal executive offices, including Zip Code)

**(949) 462-9300**  
(Registrant's telephone number, including area code)

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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(s)	Name of each exchange on which registered
Common Stock, \$0.0001 Par Value	TACO	The Nasdaq Stock Market

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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.

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

On May 27, 2021, at the Annual Meeting of shareholders (the "Annual Meeting") of Del Taco Restaurants, Inc. (the "Company"), the shareholders of the Company approved an amendment to the Company's 2015 Omnibus Incentive Plan (the "Plan") to increase the number of shares authorized for issuance under the Plan by 1,800,000 shares, no more than 900,000 of which may be issued as restricted stock or restricted stock units, as further described in the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission (the "SEC") on April 13, 2021 (the "2021 Proxy Statement"). The amendment to the Plan was previously approved, subject to shareholder approval, by the Board of Directors of the Company (the "Board of Directors").

The amendment to the Plan was included as Appendix A to the 2021 Proxy Statement and is attached as Exhibit 10.1 to this Form 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 27, 2021, the Company held its annual meeting of shareholders to:

1. consider and vote upon a proposal to elect two directors to serve on the Company's board of directors as Class II directors;
2. consider and vote upon a proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 28, 2021;
3. consider and vote upon a proposal to approve, on an advisory basis, the compensation paid to the Company's named executive officers; and
4. consider and vote upon a proposal to approve the adoption of an amendment to the Del Taco Restaurants, Inc. 2015 Omnibus Incentive Plan.

There were 36,757,296 shares of the Company's common stock issued and outstanding on the record date of March 29, 2021 for the annual meeting of shareholders. The results for each matter voted on were as follows:

- a. The Company's shareholders elected two nominees to serve on the board of directors as Class II directors, based on the following votes:

<u>Nominee</u>	<u>Votes For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Joseph Stein	27,538,706	643,237	4,279,315
Valerie L. Insignares	27,991,278	190,665	4,279,315

- b. The Company's shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 28, 2021, based on the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
32,170,930	258,749	31,579

- c. The Company's shareholders approved, on an advisory basis, the compensation paid to the Company's named executive officers, based on the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
25,898,133	2,135,557	148,253	4,279,315

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d. The Company's shareholders approved the adoption of an amendment to the Del Taco Restaurants, Inc. 2015 Omnibus Incentive Plan, based on the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
25,362,750	2,767,424	51,769	4,279,315

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
Exhibit 10.1	<a href="#">Second Amendment to Del Taco Restaurants, Inc. 2015 Omnibus Incentive Plan</a>

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SIGNATURE

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

**DEL TACO RESTAURANTS, INC.**

By: /s/ Steven L. Brake  
Name: Steven L. Brake  
Title: Executive Vice President and Chief Financial Officer

Date: June 1, 2021

**SECOND AMENDMENT TO DEL TACO RESTAURANTS, INC.  
2015 OMNIBUS INCENTIVE PLAN**

**WHEREAS**, Del Taco Restaurants, Inc. (previously known as Levy Acquisition Corp.), a Delaware corporation (the “Company”), previously established the Del Taco Restaurants, Inc. 2015 Omnibus Incentive Plan (the “Plan”);

**WHEREAS**, the Plan was amended pursuant to that First Amendment to Del Taco Restaurants, Inc. Omnibus Incentive Plan executed as of June 21, 2018;

**WHEREAS**, pursuant to Section 11.3 of the Plan, the Board may at any time revise or amend the Plan, however no amendment to the Plan will be made without the approval of the Company’s stockholders if such amendment would increase the aggregate number of Shares that may be issued under the Plan; and

**WHEREAS**, the Board has determined to amend the Plan in the manner set forth below, subject to approval by the stockholders.

**NOW THEREFORE**, the Plan shall be amended as follows:

1. The first sentence of Section 2.1 of the Plan is hereby amended and restated in its entirety as follows:

“**Shares Reserved.** Subject to adjustment as provided in Section 2.3 hereof, the maximum number of Shares available for delivery to Service Providers pursuant to Awards granted under the Plan shall be 5,100,000 Shares (comprised of: (i) the 3,300,000 Shares authorized under the Plan as originally adopted and (ii) an additional 1,800,000 Shares authorized in the amendment of the Plan effective as of the date of the Company’s annual meeting of stockholders that occurs in 2021) of which no more than 4,200,000 Shares may be subject to Full Value Awards (comprised of: (i) the 3,300,000 Shares authorized under the Plan as originally adopted and (ii) an additional 900,000 Shares authorized in the amendment of the Plan effective as of the date of the Company’s annual meeting of stockholders that occurs in 2021).”

2. The Appendix to the Plan is hereby amended by adding the following as section (u) of the Appendix and renumbering section (u) through section (mm) of the Appendix as section (v) through section (nn) (and adjusting corresponding cross-references to such sections in the Plan):

“**Full Value Award** means an Award other than a Stock Option or a Stock Appreciation Right.”

3. This Amendment is adopted by the Board of Directors of the Company on March 31, 2021, effective as of the date of the Company’s Annual Meeting of Stockholders that occurs in 2021, provided that it is approved by the Company’s stockholders on that date (such date, the “Amendment Date”) and shall be and, as of the Amendment Date, is hereby incorporated in and forms a part of the Plan.

4. Capitalized terms used in this Second Amendment and not otherwise defined herein shall have the meanings assigned to such terms in the Plan (including its Appendix).

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Executed this 31st day of March, 2021 by a duly authorized officer of the Company.

DEL TACO RESTAURANTS, INC.

By: /s/ Jack Tang  
Name: Jack Tang  
Title: General Counsel