

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Willis David L</u> <hr/> (Last) (First) (Middle) <u>C/O EUROPEAN WAX CENTER, INC.</u> <u>5830 GRANITE PARKWAY, 3RD FLOOR</u> <hr/> (Street) <u>PLANO TX 75024</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/05/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>European Wax Center, Inc. [EWCZ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
<u>Class B common stock⁽¹⁾⁽²⁾</u>	<u>530,124</u>	<u>I</u>	<u>See footnote⁽³⁾</u>

**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				
<u>Common units of EWC Ventures, LLC⁽²⁾</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A common stock</u> 530,124	<u>(2)</u>	<u>I</u>	<u>See footnote⁽³⁾</u>

Explanation of Responses:

- Shares of Class B common stock of the Issuer ("Class B common stock") have one vote per share but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of non-voting common units of EWC Ventures, LLC ("EWC Ventures Units") held.
- Pursuant to the terms of the Exchange Agreement, effective as of August 4, 2021, by and among the Issuer, EWC Ventures, LLC and the equityholders of EWC Ventures, LLC (the "Exchange Agreement"), EWC Ventures Units, together with a corresponding number of shares of Class B common stock, may be exchanged for shares of Class A common stock of the Issuer, which have one vote per share and economic rights (including rights to dividends and distributions upon liquidation), on a one-for-one basis at the discretion of the holder. The exchange rights under the Exchange Agreement do not expire.
- By EWC Management Holdco, LLC, a holding vehicle through which employees of the Issuer hold vested and unvested EWC Ventures Units and shares of Class B common stock. The reporting person disclaims beneficial ownership in such EWC Ventures Units and shares held by EWC Management Holdco, LLC except to the extent of his pecuniary interest therein. 82,846 EWC Ventures Units held by the reporting person are subject to time-based vesting and 37,193 EWC Ventures Units held by the reporting person vest upon the Issuer's Class A common stock achieving a specified price per share.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Gavin M. O'Connor, as 08/05/2021
attorney-in-fact

** 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.

Power of Attorney.

Know all by these presents, that the undersigned hereby constitutes and appoints each of the following officers of European Wax Center, Inc. (the "Company"):

- (i) Gavin M. O'Connor, and
- (ii) Jennifer C. Vanderveldt

signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or holder of 10% or more of the registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of July 2021.

By: /s/ David L. Willis

Name: David L. Willis

[Signature Page to Power of Attorney (Forms 3, 4 & 5)]
