Chefs' Warehouse, Inc. Form 4 March 08, 2017

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if no longer

subject to

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Add AUSTIN JOH		ing Person *	2. Issuer Name and Ticker or Trading Symbol Chefs' Warehouse, Inc. [CHEF]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
100 EAST RIDGE ROAD		, ,	(Month/Day/Year) 03/06/2017	Director 10% OwnerX_ Officer (give title Other (specify below) Chief Financial Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RIDGEFIELD, CT 06877				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned			

` •	, , ,	17 Table	1 - Non-De	erivative S	ecuri	ues Ac	quirea, Disposea (oi, or Beneficial	ny Ownea	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or				Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code Disposed of (D)		Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)	
							Reported			
					(A)		Transaction(s)			
			G 1 17		or	ъ.	(Instr. 3 and 4)			
			Code V	Amount	(D)	Price				
Common	03/06/2017		$A_{(1)}^{(1)}$	5,720	Α	\$ 0	97.307	D		
Stock	03/00/2017		A <u>(*)</u>	3,720	A	\$ U	91,301	D		
Common	03/06/2017		$D^{(2)}$	6,813	D	\$ 0	90,494	D		
Stock	03/00/2017		D <u>(-)</u>	0,013	ע	φU	90,494	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

AUSTIN JOHN D 100 EAST RIDGE ROAD RIDGEFIELD, CT 06877

Chief Financial Officer

Signatures

/s/ Alexandros Aldous as Attorney-in-Fact for John D.

Austin 03/08/2017

> **Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(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).
- The reporting person received 5,720 shares of restricted common stock pursuant to the Plan. The forfeiture restrictions associated with **(1)** this award will lapse in one-third increments as of the first through third anniversary dates of the grant date, March 6, 2017.
- (2) Performance Restricted Shares awarded in 2016 pursuant to the Plan and cancelled upon failure to achieve performance targets.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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