

Chefs' Warehouse, Inc.  
Form 4  
March 09, 2016

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
AUSTIN JOHN D

(Last) (First) (Middle)

100 EAST RIDGE ROAD

(Street)

RIDGEFIELD, CT 06877

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Chefs' Warehouse, Inc. [CHEF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/07/2016		F	140 D	\$ 20.23	147,232	D
Common Stock	03/07/2016		F	329 D	\$ 20.23	146,903	D
Common Stock	03/07/2016		D	34,861 (1) D	\$ 0	112,042	D
Common Stock	03/07/2016		A	4,542 (2) A	\$ 0	116,584	D
Common Stock	03/07/2016		A	6,813 (3) A	\$ 0	123,397	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Price-Based Stock Options (Right to Buy)	\$ 7.82	03/07/2016		A		10,070		<u>(4)</u>	03/07/2026	Common Stock	10,070

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AUSTIN JOHN D 100 EAST RIDGE ROAD RIDGEFIELD, CT 06877	Chief Financial Officer

## Signatures

/s/ Alexandros Aldous, Attorney-in-Fact for John D.  
Austin 03/09/2016

\_\_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).
- (1) Performance Restricted Shares awarded in 2013 pursuant to The Chefs' Warehouse 2011 Omnibus Equity Incentive Plan (the "Plan") and cancelled upon failure to achieve performance targets.
- (2) The reporting person received 4,542 shares of restricted common stock pursuant to the Plan. The forfeiture restrictions associated with this award will lapse in one-fourth increments as of the first through fourth anniversary dates of the grant date.
- (3)

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The reporting person received 6,813 shares of performance-based restricted common stock pursuant to the Plan. The forfeiture restrictions associated with this award will lapse in one-fourth increments, provided that the Grantee provides continuous service to the Company through the applicable vesting date, and further provided that the additional conditions and performance criteria related to audited fully diluted earnings per share for the 2016 fiscal year are met, as set forth in the reporting person's performance-based vesting restricted share award agreement, with one-fourth of the forfeiture restrictions lapsing on the first through fourth anniversary dates of the grant date, 3/7/2016. The shares reported represent 150% of the reporting person's target award, which is the maximum number of shares that can be earned based on the Company's achievement of the performance targets.

- (4) Price-based stock options are eligible for vesting only upon the issuer's achievement of a \$30 stock price hurdle (based on 20-consecutive trading day average) on or before the fourth anniversary of the grant date; in addition, price-based stock options may not be exercised before the third anniversary of the grant date and are subject to the terms of the reporting person's non-qualified stock option agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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