

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

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 O'Dowd Frank

(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
 Officer (give title below) _____ Other (specify below)
 Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/07/2016		F	140 D \$ 20.23	134,683	D	
Common Stock	03/07/2016		F	329 D \$ 20.23	134,354	D	
Common Stock	03/07/2016		D	18,205 (1) D \$ 0	116,149	D	
Common Stock	03/07/2016		A	3,244 (2) A \$ 0	119,393	D	
Common Stock	03/07/2016		A	4,866 (3) A \$ 0	124,259	D	

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Common Stock 03/07/2016 S 2,500 D \$ 19 121,759 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 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)	Amount or Number of Shares
Price-Based Stock Options (Right to Buy)	\$ 7.82	03/07/2016		A	7,193	<u>(4)</u> 03/07/2026	Common Stock	7,193

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Dowd Frank 100 EAST RIDGE ROAD RIDGEFIELD, CT 06877			Chief Information Officer	

Signatures

/s/ Alexandros Aldous, Attorney-in-Fact for Frank O'Dowd 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).

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- (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 3,244 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.

The reporting person received 4,866 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.
- (3)
- (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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