

AUSTIN JOHN D  
Form 4  
July 03, 2012

**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 \*  
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)  
07/01/2012

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 Financial 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 07/01/2012                           |  | A                              |   | 2,410 <sup>(1)</sup>  | A  | \$ 0 8,823                        |
| Common Stock                    | 07/01/2012                           |  | A                              |   | 3,615 <sup>(2)</sup>  | A  | \$ 0 12,438                       |
| Common Stock                    | 07/01/2012                           |  | A                              |   | 100,000 <sup>(3)</sup>  | A  | \$ 0 112,438                      |

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

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number.

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

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

## Signatures

/s/ Alexandros Aldous, Attorney-in-Fact for John D. Austin  
 07/03/2012  
 \*\*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) This reporting person received 2,410 shares of restricted common stock pursuant to The Chefs' Warehouse, Inc. 2011 Omnibus Equity Incentive Plan. The forfeiture restrictions associated with this award will lapse in one-fourth increments on each of January 12, 2013, January 12, 2014, January 12, 2015 and January 12, 2016.
  - (2) This reporting person received 3,615 shares of restricted common stock pursuant to The Chefs' Warehouse, Inc. 2011 Omnibus Equity Incentive Plan. The forfeiture restrictions associated with this award will lapse in one-third increments based upon the Company's achievement of certain performance targets related to fully diluted earnings per share for each of the 2012, 2013 and 2014 fiscal years.
  - (3) This reporting person received 100,000 shares of restricted common stock pursuant to The Chefs' Warehouse, Inc. 2011 Omnibus Equity Incentive Plan. The forfeiture restrictions associated with this award will lapse in one-fifth increments on each of July 1, 2013, July 1, 2014, July 1, 2015, July 1, 2016 and July 1, 2017.

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.