

Aldous Alexandros
Form 4
March 13, 2019

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 *
Aldous Alexandros

(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)
03/11/2019

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)
General Counsel

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/11/2019		M ⁽¹⁾		8,632	A	\$ 20.23
Common Stock	03/11/2019		S ⁽¹⁾		8,632	D	\$ 31.05
							⁽²⁾

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

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(9-02)

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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)
Price-Based Stock Options (Right to Buy)	\$ 20.23	03/11/2019		M ⁽¹⁾	8,632	⁽³⁾ 03/07/2026	Common Stock 8,632

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aldous Alexandros 100 EAST RIDGE ROAD RIDGEFIELD, CT 06877			General Counsel	

Signatures

/s/ Alexandros
Aldous 03/13/2019
 **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) The exercise of this price-based stock option and the sale of shares received pursuant thereto were executed pursuant to a 10b5-1 plan put in place by the Reporting Person on 09/13/2018.
- (2) Represents the weighted average sales price of the shares sold ranging from a low of \$31.00 to a high of \$31.12 per share. The Reporting Person undertakes, upon request by the Commission staff, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (3) Price-based stock options were eligible for vesting 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 (03/07/2016); in addition, price-based stock options were not exercisable before the third anniversary of the grant date and were 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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