

Pappas John
 Form 4
 October 10, 2018

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 *
Pappas John

(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)
 10/08/2018

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)
 Vice Chairman

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 | | |
| Common Stock | 10/08/2018 | | S(1) | | 50,000 | D | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | | |
| Common Stock | 10/09/2018 | | S(1) | | 308,868 | D | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | | |
| Common Stock | 10/10/2018 | | S(1) | | 133,843 | D | Indirect Beneficial Ownership (Instr. 4) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pappas John 100 EAST RIDGE ROAD RIDGEFIELD, CT 06877 | X | | Vice Chairman | |

Signatures

/s/ Alexandros Aldous, Attorney-in-Fact for John Pappas 10/10/2018

__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 sale on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 8, 2018.
The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$38.43 to \$37.82, inclusive. The Reporting Person undertakes upon request to provide the Issuer, any security holder of the Issuer, or the SEC full information regarding the Shares sold at each separate price within the range set forth in this footnote.
 - (3) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$37.99 to \$36.02, inclusive. The Reporting Person undertakes upon request to provide the Issuer, any security holder of the Issuer, or the SEC full information regarding the Shares sold at each separate price within the range set forth in this footnote.
 - (4) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$36.15 to \$31.94, inclusive. The Reporting Person undertakes upon request to provide the Issuer, any security holder of the Issuer, or the SEC full information regarding the Shares sold at each separate price within the range set forth in this footnote.

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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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