

Chefs' Warehouse Holdings, LLC  
Form S-1MEF  
July 28, 2011

As filed with the Securities and Exchange Commission on July 28, 2011  
Registration No. 333-

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

**Form S-1**

**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**CHEFS WAREHOUSE HOLDINGS, LLC**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or Other Jurisdiction  
of Incorporation or Organization)*

**5141**  
*(Primary Standard Industrial  
Classification Code Number)*

**20-3031526**  
*(I.R.S. Employer  
Identification No.)*

**100 East Ridge Road**  
**Ridgefield, Connecticut 06877**  
**(203) 894-1345**  
*(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)*

**Christopher Pappas**  
**President and Chief Executive Officer**  
**100 East Ridge Road**  
**Ridgefield, Connecticut 06877**  
**(203) 894-1345**  
*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

**Copies to:**

**F. Mitchell Walker, Jr. Esq.**  
**D. Scott Holley, Esq.**  
**Bass, Berry & Sims PLC**  
**150 Third Avenue South, Suite 2800**  
**Nashville, Tennessee 37201**  
**(615) 742-6200**

**Marc D. Jaffe, Esq.**  
**Ian D. Schuman, Esq.**  
**Latham & Watkins LLP**  
**885 Third Avenue**  
**New York, New York 10022**  
**(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-173445)

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Each Class of Securities to be Registered</b> | <b>Amount to be Registered(1)</b> | <b>Proposed Maximum Offering Price Per Share</b> | <b>Proposed Maximum Aggregate Offering Price(2)(3)</b> | <b>Amount of Registration Fee(3)</b> |
|---|-----------------------------------|--|--|--------------------------------------|
| Common stock, par value \$0.01 per share                  | 1,150,000                         | \$15.00  | \$17,250,000   | \$2,003                              |

- (1) Includes shares to be offered by the selling stockholders in this offering and shares that may be purchased by the underwriters from the selling stockholders upon the exercise of the underwriters' over-allotment option.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended, based on an estimate of the proposed maximum aggregate offering price.
- (3) The \$17,250,000 proposed maximum aggregate offering price is in addition to the \$147,200,000 proposed maximum aggregate offering price registered pursuant to the registrant's Registration Statement on Form S-1 (File No. 333-173445). An aggregate registration fee of \$17,090 was previously paid in connection with that Registration Statement.

**EXPLANATORY NOTE**

This Registration Statement is being filed with respect to the registration of additional common shares, par value \$0.01 per share, of The Chefs' Warehouse, Inc., a Delaware corporation (the Company), pursuant to Rule 462(b) (Rule 462(b)) under the Securities Act of 1933, as amended, and General Instruction V of Form S-1. This Registration Statement includes the Registration Statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of the Company's independent registered public accounting firm. Pursuant to Rule 462(b), the contents of the Company's registration statement on Form S-1, as amended (File No. 333-173445), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the Commission) on July 27, 2011 (the Initial Registration Statement), are incorporated by reference into this Registration Statement. This Registration Statement covers the registration of an additional 1,150,000 common shares of the Company in the offering related to the Initial Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ridgefield, State of Connecticut, on the 28<sup>th</sup> day of July, 2011.

**CHEFS WAREHOUSE HOLDINGS, LLC**

By: /s/ Christopher Pappas

Christopher Pappas  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>SIGNATURE</b>  | <b>TITLE</b>  | <b>DATE</b>   |
|---|---|---------------|
| /s/ Christopher Pappas<br>Christopher Pappas                          | Chairman, President and Chief Executive Officer (Principal Executive Officer) | July 28, 2011 |
| *<br>John Pappas  | Director and Vice Chairman  | July 28, 2011 |
| /s/ Kenneth Clark<br>Kenneth Clark                                    | Chief Financial Officer (Principal Financial and Accounting Officer)          | July 28, 2011 |
| *<br>Dean Facatselis  | Director  | July 28, 2011 |
| *<br>John Couri   | Director  | July 28, 2011 |
| *By: /s/ Christopher Pappas<br>Christopher Pappas<br>Attorney-in-fact |   |               |

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**EXHIBIT INDEX**

**EXHIBIT  
NUMBER**

**EXHIBIT DESCRIPTION**

|       |   |
|-------|---|
| 5.1   | Opinion of Bass, Berry & Sims PLC.  |
| 23.1  | Consent of BDO USA, LLP.  |
| 23.2  | Consent of Bass, Berry & Sims PLC (included in their opinion filed as Exhibit 5.1). |
| 24.1* | Power of Attorney.  |

\* Incorporated by reference to the signature page included with the Registration Statement on Form S-1 of the registrant (File No. 333-173445).