

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 11, 2022

THE CHEFS' WAREHOUSE, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-35249

20-3031526

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(I.R.S. Employer Identification No.)

100 East Ridge Road
Ridgefield, Connecticut 06877
(Address of principal executive offices)

Registrant's telephone number, including area code: (203) 894-1345

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01	CHEF	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry Into a Material Definitive Agreement

On March 11, 2022, The Chefs' Warehouse, Inc. (the "Company") entered into a third amendment (the "Third Amendment") to its senior secured asset-based revolving credit agreement, originally dated as of June 29, 2018 (as amended, restated, supplemented or otherwise modified prior to the date of the Third Amendment, the "Existing Credit Agreement"), by and among the Company, Chefs' Warehouse Parent, LLC, as borrower ("CW Parent"), Dairyland USA Corporation, as borrower ("Dairyland"), and together with CW Parent, the "Borrowers"), certain other subsidiaries of the Company, as guarantors, the lenders party thereto and BMO Harris Bank N.A., as administrative agent (the "Administrative Agent"), which, among other things, (i) extends the scheduled maturity date from June 29, 2023 to March 11, 2027 (with a springing maturity date of (x) March 24, 2025 if, as of such date, the scheduled maturity date of the Company's term loan credit agreement shall not have been extended to March 11, 2027 or a later date, and (y) March 24, 2024 (or, if the obligations under the Company's term loan credit agreement have been repaid in full or the maturity date under the Company's term loan credit agreement cannot occur prior to December 1, 2024, September 1, 2024)) if, as of March 24, 2024, 1.875% Convertible Senior Notes due 2024 in an aggregate principal amount in excess of \$40,000,000 remain outstanding that have not been repaid, repurchased, redeemed or refinanced by debt having a maturity date not earlier than six months after March 11, 2027, (ii) increases the commitments from \$150,000,000 to \$200,000,000, (iii) increases the sublimit for swingline loans from \$20,000,000 to \$25,000,000, (iv) replaces the interest rate determined by reference to LIBOR with the forward-looking term rate based on the secured overnight financing rate term ("Term SOFR"), (v) revises the margin applicable to outstanding loans which now varies between 1.25% and 1.50% for loans accruing interest by reference to Term SOFR and 0.50% and 0.75% for loans accruing interest by reference to base rate, depending on the average daily amount of availability during the applicable fiscal quarter, and (vi) adjusts certain negative covenants, including to provide for a \$20,000,000 basket for investment.

The Company has customary corporate and commercial banking relationships with the lenders, the administrative agent and their affiliates.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE CHEFS' WAREHOUSE, INC.

By: /s/ Alexandros Aldous
Name: Alexandros Aldous
Title: General Counsel, Corporate Secretary and
Chief Government Relations Officer

Date: March 15, 2022
