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

**FORM 10-Q/A
(Amendment No. 1)**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 28, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-35249

THE CHEFS' WAREHOUSE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

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

06877
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Number of shares of common stock, par value \$.01 per share, outstanding at November 1, 2012: 20,990,503

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THE CHEFS' WAREHOUSE, INC.
FORM 10-Q

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EXPLANATORY NOTE

The Chefs' Warehouse, Inc. (the "Company") is filing this amendment to its Quarterly Report on Form 10-Q for the quarter ended September 28, 2012, as filed with the Securities and Exchange Commission ("SEC") on November 13, 2012, solely to amend Item 2 of Part II. The table providing information about purchases by the Company of its common stock during the quarter ended September 28, 2012 was inadvertently excluded from the original filing.

Except as specifically noted above, this Form 10-Q/A does not modify or update disclosures in the original Form 10-Q and does not reflect events that may have occurred subsequent to the original filing date.

[Table of Contents](#)**PART II. OTHER INFORMATION****ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

	<u>Total Number of Shares Repurchased ⁽¹⁾</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs</u>
June 30, 2012 to July 27, 2012	—	—	—	—
July 28, 2012 to August 31, 2012	9,098	\$12.58	—	—
September 1, 2012 to September 28, 2012	14,652	\$15.80	—	—
Total	<u>23,750</u>	<u>\$14.57</u>	<u>—</u>	<u>—</u>

- (1) During the quarter ended September 28, 2012, we withheld 23,750 shares to satisfy tax withholding requirements upon the vesting of restricted shares of our common stock awarded to two of our key employees.

ITEM 6. EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1, dated as of August 9, 2012, to the Credit Agreement, dated as of April 25, 2012, among Dairyland USA Corporation, The Chefs' Warehouse Mid-Atlantic, LLC, Bel Canto Foods, LLC, The Chefs' Warehouse West Coast, LLC, and The Chefs' Warehouse of Florida, LLC, as Borrowers, the financial institutions party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent and Issuing Bank.*
10.2	Waiver and Amendment No. 2, dated as of August 29, 2012, to the Credit Agreement, dated as of April 25, 2012, among Dairyland USA Corporation, The Chefs' Warehouse Mid-Atlantic, LLC, Bel Canto Foods, LLC, The Chefs' Warehouse West Coast, LLC, and The Chefs' Warehouse of Florida, LLC, as Borrowers, the financial institutions party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent and Issuing Bank.*
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.3	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
31.4	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101.INS	XBRL Instance Document*
101.SCH	XBRL Schema Document*
101.CAL	XBRL Calculation Linkbase Document*
101.LAB	XBRL Label Linkbase Document*
101.PRE	XBRL Presentation Linkbase Document*

* Previously filed with the Company's Quarterly Report on Form 10-Q for the quarter ended September 28, 2012, as filed with the Securities and Exchange Commission on November 13, 2012

** Filed herewith

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized on March 13, 2013.

THE CHEFS' WAREHOUSE, INC.
(Registrant)

March 13, 2013

Date

/s/ John D. Austin

John D. Austin

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

INDEX OF EXHIBITS

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CERTIFICATION

I, Christopher Pappas, certify that:

1. I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q/A of The Chefs' Warehouse, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 13, 2013

/s/ Christopher Pappas

Christopher Pappas
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, John D. Austin, certify that:

1. I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q/A of The Chefs' Warehouse, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 13, 2013

/s/ John D. Austin

John D. Austin

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)