

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Lecouras Patricia</u>  (Last) (First) (Middle) <u>100 EAST RIDGE ROAD</u>  (Street) <u>RIDGEFIELD CT 06877</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Chefs' Warehouse, Inc. [ CHEF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Human Resources Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	05/15/2019		M <sup>(1)</sup>		7,193	A	\$20.23	47,218	D	
Common Stock	05/15/2019		S <sup>(1)</sup>		7,193	D	\$34.31 <sup>(2)</sup>	40,025	D	
Common Stock	05/17/2019 <sup>(3)</sup>		A <sup>(4)</sup>		6,570	A	<sup>(4)</sup>	46,595	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Price-Based Stock Options (Right to Buy)	\$20.23	05/15/2019		M <sup>(1)</sup>			7,193	<sup>(5)</sup>	03/07/2026	Common Stock	7,193	\$0	0	D	

**Explanation of Responses:**

- 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 March 15, 2019.
- Represents the weighted average sales price of the shares sold ranging from a low of \$33.70 to a high of \$34.51 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.
- The Issuer granted these securities subject to stockholder approval of The Chefs' Warehouse 2019 Omnibus Equity Incentive Plan (the "Plan"). Stockholder approval of the Plan was received on May 17, 2019.
- The Reporting Person received 6,570 shares of restricted common stock pursuant to the Plan. The forfeiture restrictions associated with this award will lapse in one-third increments as of the first through third anniversary dates of the grant date, February 25, 2019.
- 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, March 7, 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.

/s/ Alexandros Aldous,  
Attorney-in-Fact for Patricia Lecouras      05/17/2019

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.