

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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| 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).

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

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|--|---|--|
| 1. Name and Address of Reporting Person* <u>McCauley Tim</u> (Last) (First) (Middle) 100 EAST RIDGE ROAD (Street) RIDGEFIELD CT 06877 (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 Accounting Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2019 | |
| 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 | 02/25/2019 | | A ⁽¹⁾ | | 1,275 | A | (1) | 48,385 ⁽²⁾ | D | |
| Common Stock | 02/25/2020 | | A ⁽³⁾ | | 1,365 | A | (3) | 49,750 ⁽²⁾ | D | |
| Common Stock | 03/25/2020 | | A ⁽⁴⁾ | | 5,785 | A | (4) | 55,535 ⁽²⁾ | D | |
| Common Stock | 03/25/2020 | | F ⁽⁵⁾ | | 1,273 | D | \$11.56 | 54,262 ⁽²⁾ | 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 | | | | | |

Explanation of Responses:

- The reporting person received 1,275 shares of performance-based restricted common stock on February 25, 2019 pursuant to The Chefs' Warehouse 2019 Omnibus Equity Incentive Plan (the "Plan"). The forfeiture restrictions associated with this award will lapse upon achievement of performance conditions based on the per-share price of Issuer's common stock.
- This amount reflects beneficial ownership following this transaction reported as of the date of this filing.
- The reporting person received 1,365 shares of performance-based restricted common stock on February 25, 2020 pursuant to the Plan. The forfeiture restrictions associated with this award will lapse upon achievement of performance conditions based on the per-share price of Issuer's common stock.
- The reporting person received 5,785 shares of restricted common stock on March 25, 2020 pursuant to the Plan in payment of the reporting person's 2019 annual bonus in lieu of cash payment. The forfeiture restrictions associated with this award will lapse in 50% increments as of the first and second anniversary dates of the grant date, March 25, 2019.
- Represents the number of common shares surrendered to pay applicable tax with respect to the grant of restricted common stock, in connection with an election made pursuant to Section 83(b) of the Internal Revenue Code.

/s/ Alexandros Aldous,
Attorney-in-Fact for Tim 03/27/2020
McCauley

** 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.

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