

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <u>02/23/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/01/2021</u>		

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	02/23/2021		A ⁽¹⁾		19,648	A	(1)	65,366	D	
Common Stock	02/25/2021		F ⁽²⁾		551	D	\$30.62	64,815 ⁽³⁾	D	
Common Stock	02/25/2021		F ⁽²⁾		515	D	\$30.62	64,300 ⁽³⁾	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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- The reporting person was granted shares of restricted common stock pursuant to The Chefs' Warehouse 2019 Omnibus Equity Incentive Plan (the "Plan"). The forfeiture restrictions associated with 11,535 of these shares will lapse in one-third increments as of the first through third anniversary dates of the grant date, February 23, 2021. The forfeiture restrictions associated with 8,113 of these shares will lapse upon achievement of performance conditions based on the per-share price of Issuer's common stock.
- Shares withheld upon vesting of restricted common stock awarded to reporting person pursuant to the Plan.
- On March 1, 2021, the reporting person filed a Form 4 to report these withholding transactions. This amendment is being filed to report the grant of restricted common stock to the reporting person on February 23, 2021 that was previously inadvertently omitted and to correct the amount of securities beneficially owned following the previously reported withholding transactions.

/s/ Alexandros Aldous,
Attorney-in-Fact for Tim 03/03/2021
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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