

Chefs' Warehouse, Inc.
Form 4
May 31, 2017

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDSTONE STEVEN F

(Last) (First) (Middle)

100 EAST RIDGE ROAD

(Street)

RIDGEFIELD, CT 06877

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Chefs' Warehouse, Inc. [CHEF]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
Common Stock	05/19/2017		A	3,691 A	\$ 0 (1) 7,672	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSTONE STEVEN F 100 EAST RIDGE ROAD RIDGEFIELD, CT 06877		X		

Signatures

/s/ Alexandros Aldous, Attorney-in-Fact for Steven F. Goldstone 05/31/2017

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- This reporting person received 3,691 shares of restricted common stock pursuant to The Chefs' Warehouse, Inc. 2011 Omnibus Equity Incentive Plan. The awards will vest on the earlier of the first anniversary of the grant date or the date of the subsequent annual meeting of the Company's stockholders at which directors are elected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

I By Sequoia Capital XI, LP ⁽²⁾ Series B Preferred Stock ⁽¹⁾09/25/2013 C 61,905 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 86,746 \$ 0 0 I By Sequoia Technology Partners XI, LP ⁽³⁾ Series B Preferred Stock ⁽¹⁾09/25/2013 C 213,205 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 298,758 \$ 0 0 I By Sequoia Capital XI Principals Fund, LLC ⁽⁴⁾ Series C Preferred Stock ⁽¹⁾09/25/2013 C 630,681 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 940,661 \$ 0 0 I By Sequoia Capital XI, LP ⁽²⁾ Series C Preferred Stock ⁽¹⁾09/25/2013 C 19,922 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 29,714 \$ 0 0 I By Sequoia Technology Partners XI, LP ⁽³⁾ Series C Preferred Stock ⁽¹⁾09/25/2013 C 68,613 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 102,336 \$ 0 0 I By Sequoia Capital XI Principals Fund, LLC ⁽⁴⁾ Series D Preferred Stock ⁽¹⁾09/25/2013 C 7,637,126 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 7,637,126 \$ 0 0 I By Sequoia Capital XI, LP ⁽²⁾ Series D Preferred Stock ⁽¹⁾09/25/2013 C 241,245 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 241,245 \$ 0 0 I By Sequoia Technology Partners XI, LP ⁽³⁾ Series D Preferred Stock ⁽¹⁾09/25/2013 C 830,861 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 830,861 \$ 0 0 I By Sequoia Capital XI Principals Fund, LLC ⁽⁴⁾ Series E Preferred Stock ⁽¹⁾09/25/2013 C 980,448 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 980,448 \$ 0 0 I By Sequoia Capital XI, LP ⁽²⁾ Series E Preferred Stock ⁽¹⁾09/25/2013 C 30,971 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 30,971 \$ 0 0 I By Sequoia Technology Partners XI, LP ⁽³⁾ Series E Preferred Stock ⁽¹⁾09/25/2013 C 106,665 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 106,665 \$ 0 0 I By

Sequoia Capital XI Principals Fund, LLC ⁽⁴⁾ Series F Preferred Stock ⁽¹⁾09/25/2013 C 806,388 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 806,388 \$ 0 0 I By Sequoia Capital XI, LP ⁽²⁾ Series F Preferred Stock ⁽¹⁾09/25/2013 C 25,473 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 25,473 \$ 0 0 I By Sequoia Technology Partners XI, LP ⁽³⁾ Series F Preferred Stock ⁽¹⁾09/25/2013 C 87,729 ⁽¹⁾ ⁽¹⁾ Common Stock ⁽¹⁾ 87,729 \$ 0 0 I By Sequoia Capital XI Principals Fund, LLC ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SC XI MANAGEMENT LLC 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL XI 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA TECHNOLOGY PARTNERS XI 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL XI PRINCIPALS FUND 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		

Signatures

By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XI Management, LLC	09/26/2013
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XI Management, LLC, the General Partner of Sequoia Capital XI, LP	09/26/2013
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XI Management, LLC, the General Partner of Sequoia Technology Partners XI, LP	09/26/2013
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XI Management, LLC, the Managing Member of Sequoia Capital XI Principals Fund, LLC	09/26/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Each share of Series A-1 Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date. Each share of Series A-2 Preferred Stock automatically converted into Common Stock on a 1.17308:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date. Each share of Series B Preferred Stock automatically converted into Common Stock on a 1.40127:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date. Each share of Series C Preferred Stock automatically converted into Common Stock on a 1.4915:1 basis immediately prior to the completion of the Issuer's initial public offering of Common

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Stock and had no expiration date.

(2) Shares held directly by Sequoia Capital XI, LP ("SC XI"). SC XI Management, LLC ("SC XI LLC"), the general partner of SC XI, may be deemed to share voting and dispositive power with respect to the shares held by SC XI. Each of these entities disclaims beneficial ownership of the securities held by SC XI except to the extent of any pecuniary interest therein.

(3) Shares held directly by Sequoia Technology Partners XI, LP ("STP XI"). SC XI LLC, the general partner of STP XI, may be deemed to share voting and dispositive power with respect to the shares held by STP XI. Each of these entities disclaims beneficial ownership of the securities held by STP XI except to the extent of any pecuniary interest therein.

(4) Shares held directly by Sequoia Capital XI Principals Fund, LLC ("SC XI PF"). SC XI LLC, the managing member of SC XI PF, may be deemed to share voting and dispositive power with respect to the shares held by SC XI PF. Each of these entities disclaims beneficial ownership of the securities held by SC XI PF except to the extent of any pecuniary interest therein.

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