

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 12, 2023

THE CHEFS' WAREHOUSE, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-35249

20-3031526

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(I.R.S. Employer Identification No.)

100 East Ridge Road
Ridgefield, Connecticut 06877
(Address of principal executive offices)

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

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01	CHEF	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Board of Directors of The Chefs' Warehouse, Inc. (the "Company") previously approved, subject to stockholder approval, the Company's Employee Stock Purchase Plan (the "Plan"). As described below under Item 5.07, the Company's stockholders approved the Plan at the 2023 Annual Meeting of stockholders held on May 12, 2023 (the "2023 Annual Meeting"). The Plan became effective upon stockholder approval. The material terms of the Plan are described under Proposal 4 of the Company's definitive proxy statement filed on Schedule 14A with the Securities and Exchange Commission on March 29, 2023 (the "2023 Proxy Statement"), which description is incorporated herein by reference.

The foregoing description of the Plan is qualified in its entirety by reference to the text of the Plan, which is included as Appendix A in the 2023 Proxy Statement.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, a total of 35,969,311 shares of common, representing 90.95% of the 39,545,535 shares of common stock outstanding and entitled to vote as of the record date for the 2023 Annual Meeting, were present or represented by proxies. The Company's stockholders voted on four proposals at the Annual Meeting. The results of voting on the four proposals, including final voting tabulations, are set forth below.

1. The stockholders elected Ivy Brown, Dominick Cerbone, Joseph Cugine, Steven F. Goldstone, Alan Guarino, Stephen Hanson, Aylwin Lewis, Katherine Oliver, Christopher Pappas and John Pappas to serve as directors to hold office until the annual meeting of stockholders to be held in 2023 and until their successors are duly elected and qualified.

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Ivy Brown	33,604,527	278,337	29,679	2,056,768
Dominick Cerbone	33,380,473	502,443	29,627	2,056,768
Joseph Cugine	30,173,086	3,709,829	29,628	2,056,768
Steven F. Goldstone	33,282,974	599,741	29,828	2,056,768
Alan Guarino	33,162,271	720,645	29,627	2,056,768
Stephen Hanson	33,195,181	685,684	31,678	2,056,768
Aylwin Lewis	33,583,388	299,227	29,928	2,056,768
Katherine Oliver	33,211,635	669,379	31,529	2,056,768
Christopher Pappas	33,493,941	389,053	29,549	2,056,768
John Pappas	32,636,130	1,244,282	32,131	2,056,768

2. The stockholders approved the ratification of the selection of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 29, 2023.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
35,843,302	92,138	33,871	NA

3. The stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers, as described in the 2023 Proxy Statement.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
32,522,148	1,336,921	53,474	2,056,768

4. The stockholders approved the Plan, as included as Appendix A in the 2023 Proxy Statement.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
33,868,672	41,858	2,013	2,056,768

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit

No.	Description
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE CHEFS' WAREHOUSE, INC.

By: /s/ Alexandros Aldous

Name: Alexandros Aldous

Title: General Counsel, Corporate Secretary, Chief Government
Relations Officer & Chief Administrative Officer

Date: May 16, 2023
