

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
CHEFS' WAREHOUSE HOLDINGS, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

5141
(Primary Standard Industrial
Classification Code Number)
100 East Ridge Road
Ridgefield, Connecticut 06877
(203) 894-1345
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

20-3031526
(I.R.S. Employer
Identification No.)

Christopher Pappas
President and Chief Executive Officer
100 East Ridge Road
Ridgefield, Connecticut 06877
(203) 894-1345
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

F. Mitchell Walker, Jr. Esq.
D. Scott Holley, Esq.
Bass, Berry & Sims PLC
150 Third Avenue South, Suite 2800
Nashville, Tennessee 37201
(615) 742-6200

Marc D. Jaffe, Esq.
Ian D. Schuman, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022
(212) 906-1200

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-173445)

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer
(Do not check if a smaller reporting company)Smaller reporting company **CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price ⁽²⁾⁽³⁾	Amount of Registration Fee ⁽³⁾
Common stock, par value \$0.01 per share	1,150,000	\$15.00	\$17,250,000	\$2,003

(1) Includes shares to be offered by the selling stockholders in this offering and shares that may be purchased by the underwriters from the selling stockholders upon the exercise of the underwriters' over-allotment option.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended, based on an estimate of the proposed maximum aggregate offering price.

(3) The \$17,250,000 proposed maximum aggregate offering price is in addition to the \$147,200,000 proposed maximum aggregate offering price registered pursuant to the registrant's Registration Statement on Form S-1 (File No. 333-173445). An aggregate registration fee of \$17,090 was previously paid in connection with that Registration Statement.

EXPLANATORY NOTE

This Registration Statement is being filed with respect to the registration of additional common shares, par value \$0.01 per share, of The Chefs' Warehouse, Inc., a Delaware corporation (the "Company"), pursuant to Rule 462(b) ("Rule 462(b)") under the Securities Act of 1933, as amended, and General Instruction V of Form S-1. This Registration Statement includes the Registration Statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of the Company's independent registered public accounting firm. Pursuant to Rule 462(b), the contents of the Company's registration statement on Form S-1, as amended (File No. 333-173445), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the "Commission") on July 27, 2011 (the "Initial Registration Statement"), are incorporated by reference into this Registration Statement. This Registration Statement covers the registration of an additional 1,150,000 common shares of the Company in the offering related to the Initial Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ridgefield, State of Connecticut, on the 28th day of July, 2011.

CHEFS' WAREHOUSE HOLDINGS, LLC

By: /s/ CHRISTOPHER PAPPAS
Christopher Pappas
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ CHRISTOPHER PAPPAS</u> Christopher Pappas	Chairman, President and Chief Executive Officer (Principal Executive Officer)	July 28, 2011
* John Pappas	Director and Vice Chairman	July 28, 2011
<u>/s/ KENNETH CLARK</u> Kenneth Clark	Chief Financial Officer (Principal Financial and Accounting Officer)	July 28, 2011
* Dean Facatselis	Director	July 28, 2011
* John Couri	Director	July 28, 2011
*By: <u>/s/ CHRISTOPHER PAPPAS</u> Christopher Pappas Attorney-in-fact		

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
5.1	Opinion of Bass, Berry & Sims PLC.
23.1	Consent of BDO USA, LLP.
23.2	Consent of Bass, Berry & Sims PLC (included in their opinion filed as Exhibit 5.1).
24.1*	Power of Attorney.

* Incorporated by reference to the signature page included with the Registration Statement on Form S-1 of the registrant (File No. 333-173445).

Bass, Berry & Sims PLC
150 Third Avenue South, Suite 2800
Nashville, TN 37201
(615) 742-6200

July 28, 2011

The Chefs' Warehouse, Inc.
100 East Ridge Road
Ridgefield, CT 06877

Re: Chefs' Warehouse, Inc.

Ladies and Gentlemen:

We have acted as counsel to The Chefs' Warehouse, Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance of up to 1,150,000 shares (including 150,000 shares subject to the underwriters' over-allotment option) of the Company's common stock, par value \$0.01 per share, (the "Common Stock"), all of which are being offered by certain stockholders (the "Selling Stockholders") of the Company (the "Shares"). The Shares consist of shares of Common Stock that are issued and outstanding as of the date hereof. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Company's Registration Statement on Form S-1 (Registration No. 333-173445) (the "Original Registration Statement") filed under the Securities Act of 1933, as amended (the "Act"), and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Original Registration Statement, to be entered into by and among the Company, the Selling Stockholders and the underwriters named therein (the "Underwriting Agreement"). The Shares are included in a registration statement on Form S-1 filed under the Act with the Securities and Exchange Commission on July 27, 2011 (the "Registration Statement"), which Registration Statement incorporates by reference the content of the Original Registration Statement, including the exhibits filed therewith.

In connection with this opinion, we have examined and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photostatic copies, and as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. As to matters of fact material to this opinion, we have relied upon statements and representations of representatives of the Company and public officials.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting those laws currently in effect), and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on

the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and are validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to us under the caption "Legal Matters" in the prospectus forming a part of the Registration Statement.

Very truly yours,

/s/ Bass, Berry & Sims PLC

Chefs' Warehouse Holdings, LLC
Ridgefield, CT 06877

We hereby consent to the use in the Prospectus constituting a part of this Registration Statement of our report dated March 14, 2011, relating to the consolidated financial statements of Chefs' Warehouse Holdings, LLC, which is contained in that Prospectus.

/s/BDO USA, LLP
Melville, New York

July 27, 2011