

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 1**

**to**

**Form S-3**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**THE CHEFS' WAREHOUSE, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**20-3031526**  
(I.R.S. Employer  
Identification 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)

**Alexandros Aldous  
General Counsel and Corporate Secretary  
The Chefs' Warehouse, Inc.  
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)

*With a copy to:*  
**Richard B. Alsop, Esq.  
Shearman & Sterling LLP  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000**

**Approximate date of commencement of proposed sale of securities to the public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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 of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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(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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 12-b2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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## EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment”) to the Registration Statement on Form S-3 (File No. 333-211827) (the “Registration Statement”) of The Chefs’ Warehouse, Inc. is being filed solely to re-file Exhibit 5.1 previously filed with the Registration Statement. Accordingly, this Amendment consists solely of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature page, the exhibit index and Exhibit 5.1. The remainder of the Registration Statement is unchanged and therefore has not been included in this Amendment.

INFORMATION NOT REQUIRED IN PROSPECTUS

**Item 16.**      *Exhibits.*

See the "Exhibit Index" which follows the signature pages to this Registration Statement and is incorporated by reference herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, The Chefs' Warehouse, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Ridgefield, State of Connecticut on June 27, 2016.

**THE CHEFS' WAREHOUSE, INC.**

By: /s/ ALEXANDROS ALDOUS  
Alexandros Aldous  
General Counsel and Corporate Secretary

Pursuant to the requirements of the Securities Act, 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>
* _____ Christopher Pappas	Chairman, President and Chief Executive Officer (Principal Executive Officer)	June 27 , 2016
* _____ John D. Austin	Chief Financial Officer and Assistant Secretary (Principal Financial and Accounting Officer)	June 27 , 2016
* _____ John Pappas	Director	June 27 , 2016
* _____ Dominick Cerbone	Director	June 27 , 2016
* _____ John A. Couri	Director	June 27 , 2016
* _____ Joseph M. Cugine	Director	June 27 , 2016
* _____ John DeBenedetti	Director	June 27 , 2016
* _____ Steven F. Goldstone	Director	June 27 , 2016
* _____ Alan Guarino	Director	June 27 , 2016
* _____ Stephen Hanson	Director	June 27 , 2016
* _____ Katherine Oliver	Director	June 27 , 2016

\* By: /s/ ALEXANDROS ALDOUS  
Alexandros Aldous  
*Attorney-in-Fact* June 27, 2016

## EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
1.1**	Form of Underwriting Agreement.
4.1	Certificate of Incorporation of the Company, dated as of July 27, 2011 (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed on August 2, 2011).
4.2	Bylaws of the Company, dated as of July 27, 2011 (incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed on August 2, 2011).
4.3	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's S-1/A filed on July 1, 2011).
4.4	Form of Senior Indenture (incorporated by reference to Exhibit 4.4 to the Company's S-3/A filed on April 25, 2013).
4.5	Form of Subordinated Indenture (incorporated by reference to Exhibit 4.5 to the Company's S-3/A filed on April 25, 2013).
4.6**	Form of Senior Debt Security.
4.7**	Form of Subordinated Debt Security.
4.8**	Form of Preferred Stock Certificate.
4.9**	Form of Certificate of Designations.
4.10**	Form of Common Stock Warrant Agreement.
4.11**	Form of Common Stock Warrant Certificate.
4.12**	Form of Preferred Stock Warrant Agreement.
4.13**	Form of Preferred Stock Warrant Certificate.
4.14**	Form of Debt Securities Warrant Agreement.
4.15**	Form of Debt Securities Warrant Certificate.
4.16**	Form of Unit Agreement.
5.1*	Opinion of Shearman & Sterling LLP regarding the legality of the securities being registered.
12.1 †	Statement Regarding Computation of Ratios.
23.1 †	Consent of BDO USA, LLP, Independent Registered Public Accounting Firm.
23.2 †	Consent of BDO USA, LLP, Independent Auditor.
23.3*	Consent of Shearman & Sterling LLP (included in Exhibit 5.1 above).
24.1 †	Power of Attorney.
25.1+	Statement of Eligibility of Trustee on Form T-1 under the Senior Indenture.
25.2+	Statement of Eligibility of Trustee on Form T-1 under the Subordinated Indenture.

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\* Filed herewith.

\*\* To be filed, if necessary, by post-effective amendment to this Registration Statement or incorporated by reference from documents filed or to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

+ To be filed by amendment or, if applicable, pursuant to the requirements of Section 305(b)(2) of the Trust Indenture Act of 1939, as amended.

† Previously filed.

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[Shearman &amp; Sterling LLP Letterhead]

June 27, 2016

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

**The Chefs' Warehouse, Inc.**  
**Registration Statement on Form S-3**

Ladies and Gentlemen:

We are acting as counsel to The Chefs' Warehouse, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-3 (such registration statement, including the documents incorporated by reference therein, the "Registration Statement") being filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the offering from time to time, pursuant to Rule 415 under the Securities Act, of securities of the Company. The offering of securities will be as set forth in the prospectus forming a part of the Registration Statement (the "Prospectus"), as supplemented by one or more supplements to the Prospectus (each supplement, a "Prospectus Supplement").

The Registration Statement and the related Prospectus cover (a) the proposed public offering by the Company of up to \$250,000,000 aggregate offering price of (i) debt securities, in one or more series, which may be either senior debt securities, senior subordinated debt securities, subordinated debt securities or junior subordinated debt securities (the "Debt Securities") to be issued pursuant to indentures between the Company and a trustee or bank to be named therein (the "Trustee"), in the forms attached as Exhibits 4.4 and 4.5 to the Registration Statement, as such indentures may be supplemented for any series of Debt Securities (collectively, the "Indenture"), (ii) shares of preferred stock, par value \$0.01 per share, in one or more series or classes (the "Preferred Stock"), (iii) shares of common stock, par value \$0.01 per share (the "Common Stock"), (iv) warrants to purchase Common Stock, Preferred Stock or Debt Securities (the "Warrants"), or (v) units composed of the foregoing (the "Units" and together with the Debt Securities, Preferred Stock, Common Stock and Warrants, the "Securities") and (b) the proposed resale by certain stockholders of the Company of up to 2,000,000 shares of Common Stock (the "Selling Stockholder Shares"), which may be sold from time to time and on a delayed or continuous basis by certain selling stockholders, as described in the Prospectus, and as set forth in one or more Prospectus Supplements.

In our capacity as counsel to the Company, we have reviewed originals or copies of the following documents:

- (a) the forms of Indenture;
- (b) the Registration Statement;
- (c) the Prospectus;
- (d) the Amended and Restated Certificate of Incorporation, as amended through the date hereof;
- (e) the Amended and Restated Bylaws of the Company, as amended through the date hereof.

The documents described in the foregoing clauses (a) through (e) are collectively referred to as the "Opinion Documents."

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We have also reviewed (a) the Certificate of Conversion Converting Chefs' Warehouse Holdings, LLC ("Holdings"), A Delaware Limited Liability Company, to The Chefs' Warehouse, Inc., a Delaware Corporation, dated July 26, 2011, and board resolution issuing shares of the corporation's common stock to Class B and Class C members of Holdings in the Conversion and authorizing such shares and approved as validly issued, fully paid and nonassessable (having been advised by the Company that all of the Selling Stockholder Shares were issued in the Conversion) and (b) originals or copies of such other corporate records of the Company, certificates of public officials and of officers of the Company and agreements and other documents as we have deemed necessary as a basis for the opinions expressed below.

In our review of the documents, we have assumed:

- (a) The genuineness of all signatures.
- (b) The authenticity of the originals of the documents submitted to us.
- (c) The conformity to authentic originals of any documents submitted to us as copies.
- (d) As to matters of fact, the truthfulness of the representations made in the Opinion Documents and in certificates of public officials and officers of the Company.
- (e) That:
  - (i) The issuance and delivery by the Company of the Securities and the execution, delivery and performance by the Company of the Opinion Documents:
    - (A) do not and will not, except with respect to Generally Applicable Law, violate any law, rule or regulation applicable to it;  
or
    - (B) do not and will not result in any conflict with, or breach of, any agreement or document binding on it.
  - (ii) Except with respect to Generally Applicable Law, no authorization, approval or other action by, and no notice to or filing with, any governmental authority or regulatory body or any other third party is required for the due execution, delivery or performance by the Company of any of the Opinion documents, to which it is a party or, if any such authorization, approval, action, notice or filing is required, it has been duly obtained, taken, given or made and is in full force and effect.
- (f) At the time of any offering or sale, the Securities will have been specifically authorized for issuance and execution and delivery by the Company by its Board of Directors or an authorized committee thereof.
- (g) The Registration Statement shall have become effective and such effectiveness shall not have been terminated or rescinded.

We have not independently established the validity of the foregoing assumptions.



“Generally Applicable Law” means the federal law of the United States of America, and the law of the State of New York (including the rules and regulations promulgated thereunder or pursuant thereto) that a New York lawyer exercising customary professional diligence would reasonably be expected to recognize as being applicable to the Company, the Opinion Documents or the transactions governed by the Opinion Documents, and the General Corporation Law of the State of Delaware (the “DGCL”). Without limiting the generality of the foregoing definition of Generally Applicable Law, the term “Generally Applicable Law” does not include any law, rule or regulation that is applicable to the Company, the Opinion Documents or such transactions solely because such law, rule or regulation is part of a regulatory regime applicable to any party to any of the above referenced documents or any of its affiliates due to the specific assets or business of such party or such affiliate.

Based upon the foregoing and upon such other investigation as we have deemed necessary and subject to the qualifications set forth below, we are of the opinion that:

1. When (a) the Indenture has been duly authorized by all necessary action (corporate or otherwise) and validly executed and delivered by each of the Company and the Trustee, (b) the Debt Securities have been duly authorized by all necessary action (corporate or otherwise) and the form and terms thereof have been established in accordance with the Indenture, and (c) the Debt Securities have been duly executed and authenticated in accordance with terms of the Indenture and issued, sold and delivered in the manner and for the consideration approved by the Board of Directors or pursuant to authority established by the Board of Directors as set forth in the Prospectus and any Prospectus Supplement, the Debt Securities (including any Debt Securities issuable upon exercise of Warrants or as a component of any Units) will constitute valid and legally binding obligations of the Company entitled to the benefits of the Indenture.
2. When (a) the issuance and terms of the Preferred Stock have been duly authorized by all necessary action (corporate or otherwise), including the adoption of a certificate of designation and the filing thereof in accordance with the DGCL (b) the Preferred Stock is issued, sold and delivered in the manner and for the consideration (not less than the par value thereof) approved by the Board of Directors as set forth in the Prospectus and any Prospectus Supplement, and (c) if the Preferred Stock is in certificated form, the certificates representing the Preferred Stock have been duly executed, countersigned, registered and delivered, the Preferred Stock (including any Preferred Stock issuable upon exercise of Warrants or upon conversion, exercise or exchange of other Securities or as a component of any Units) will be validly issued, fully paid and nonassessable.
3. When (a) the Common Stock has been duly authorized by all necessary action (corporate or otherwise), (b) the Common Stock is issued sold and delivered in the manner and for the consideration (not less than the par value thereof) approved by the Board of Directors as set forth in the Prospectus and any Prospectus Supplement, and (c) if the Common Stock is in certificated form, the certificates representing the Common Stock have been duly executed, countersigned, registered and delivered, the Common Stock (including any Common Stock issuable upon exercise of Warrants or upon conversion, exercise, or exchange of other Securities or as a component of any Units) will be validly issued, fully paid and nonassessable.
4. When (a) the Warrants have been duly authorized by all necessary action (corporate or otherwise), including, if applicable, the due authorization and reservation of any underlying Securities, (b) the related warrant agreement has been duly authorized by all necessary action (corporate or otherwise) and such warrant agreement has been duly executed and delivered by the Company and any warrant agent, and (c) the Warrants have been duly executed in accordance with the terms of the related warrant agreement and issued, sold and delivered in the manner and for the consideration approved by the Board of Directors or pursuant to authority established by the Board of Directors as set forth in the in the Prospectus and any Prospectus Supplement, the Warrants (including any Warrants issuable as a component of any Units) will constitute valid and legally binding obligations of the Company.
5. When (a) the Units have been duly authorized by all necessary action (corporate or otherwise), including the due authorization of any component Securities, (b) the related unit agreement has been duly authorized by all necessary action (corporate and otherwise) and such unit agreement has been duly executed and delivered by the Company and any unit agent, and (c) the Units have been duly executed in accordance with the terms of the related unit agreement and issued, sold and delivered in the manner and for the consideration approved by the Board of Directors or pursuant to authority established by the Board of Directors as set forth in the Prospectus and any Prospectus Supplement, the Units will constitute valid and legally binding obligations of the Company.
6. The Selling Stockholder Shares are validly issued, fully paid and non-assessable.

Our opinions expressed above are subject to the following qualifications:

- (a) Our opinions are subject to the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditors' rights generally (including without limitation all laws relating to fraudulent transfers).
- (b) Our opinions are also subject to the effect of general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding in equity or at law).
- (c) Our opinions are limited to Generally Applicable Law and we do not express any opinion herein concerning any other law.
- (d) With respect to Securities denominated in a currency other than United States dollars, we express no opinion as to whether a court would award a judgment in a currency other than United States dollars.

This opinion letter speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this opinion letter that might affect the opinions expressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the heading "Validity of Securities" in the Prospectus. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Shearman & Sterling LLP

RBA/ JS/YK  
LLJ