

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): November 3, 2020

**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                      |
| Preferred Stock Purchase Rights | 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(d) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 3, 2020, the Board of Directors (the “Board”) of The Chefs’ Warehouse, Inc. (the “Company”) elected Aylwin Lewis and Ivy Brown as directors of the Company, effective as of January 1, 2021, for a term continuing until the Company’s next annual meeting of stockholders when Mr. Lewis and Ms. Brown will be nominees for election by our stockholders. Mr. Lewis will serve as a member of the Compensation and Human Capital Committee of the Board and Ms. Brown will serve as a member of the Audit Committee of the Board.

Both Mr. Lewis and Ms. Brown are considered independent directors under the NASDAQ listing requirements and rules and regulations of the Securities and Exchange Commission. Ms. Brown is also considered financially literate under the NASDAQ Listing Rules.

Mr. Lewis and Ms. Brown will be eligible to participate in all non-management director compensation plans and arrangements available to the Company’s other independent directors.

**Item 8.01 Other Events.**

On November 3, 2020, the Company issued a press release announcing the election of the new directors, a copy of which is attached as Exhibit 99.1 hereto and is hereby incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

| <b>Exhibit No.</b>   | <b>Description</b>  |
|----------------------|---|
| <a href="#">99.1</a> | <a href="#">Press Release of The Chefs’ Warehouse, Inc. dated November 3, 2020.</a>                       |
| 104                  | Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document. |

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## 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 and Chief  
Government Relations Officer

Date: November 3, 2020

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**The Chefs' Warehouse Announces Two New Board Members**

RIDGEFIELD, Connecticut, November 3, 2020 -- The Chefs' Warehouse, Inc. (NASDAQ:CHEF), a premier distributor of specialty food products in North America, today announced the election of Aylwin Lewis and Ivy Brown to serve on its Board of Directors, effective January 1, 2021. In addition, Mr. Lewis will serve as a member of the Compensation and Human Capital Committee of the Board of Directors and Ms. Brown will serve as a member of the Audit Committee of the Board of Directors.

"We are very excited to welcome Aylwin and Ivy as new independent directors to our Board," said Christopher Pappas, Chairman and Chief Executive Officer of The Chefs' Warehouse, Inc. "Aylwin's extensive operations, marketing, and culture building experience at public retail and restaurant companies and Ivy's extensive operations, finance and logistics experience make for two incredible additions to our Board. I am looking forward to their expert guidance as we work together to grow our business in this current pandemic and beyond."

Aylwin Lewis was most recently the Chairman, Chief Executive Officer and President of Potbelly Corporation (NASDAQ: PBPB), a growing Chicago-based sandwich chain with operations throughout the United States and internationally, from 2008 to 2017. Prior to Potbelly, Aylwin was Chief Executive Officer and President of Sears Holdings Corporation, which was created from the merger of two retail giants, Kmart and Sears. Aylwin was the President and Chief Executive Officer of Kmart at the time of the merger, a distinction that made Aylwin the highest ranking African-American executive in the U.S. retail industry. He has also held various executive positions at both Yum! Brands and Pizza Hut. Aylwin presently serves on the board of directors of Marriott International and VOYA Financial and previously served on the board of directors of The Walt Disney Company, Red Robin Gourmet Burgers and Brews, and Starwood Hotels and Resorts. Aylwin earned his Master's degree in Business Administration from the University of Houston, Master's degree in Human Resource Management from Houston Baptist University and Bachelor of Science and Arts degrees from the University of Houston.

Ivy Brown is an accomplished senior executive in the transportation services and package logistics field. Ivy spent 32 years at United Parcel Service, and recently retired as President of UPS Northeast District (Norwood, MA) where she led a \$3.8 billion business unit with over 21,000 employees. Ivy was responsible for growing key markets, sales, implementing technology, and all P&L responsibilities. Ivy also has over 20 years of experience as a non-profit board director. She most recently served as a director and member of the compensation committee for the John F. Kennedy Library Foundation. Ivy was a recipient of the United Way "2017 Woman of Impact Award" for her achievements in the areas of professional excellence, contributions to community service, and active assistance to other women in their attainment of professional and leadership skills. Ivy earned her Master's degree in Business Administration from Golden Gate University and her Bachelor of Science degree from Southern Illinois University, Carbondale.

**About The Chefs' Warehouse**

The Chefs' Warehouse, Inc. (<http://www.chefswarehouse.com>) is a premier distributor and manufacturer of specialty food products in the United States and Canada focused on serving the specific needs of chefs who own and/or operate some of the nation's leading menu-driven independent restaurants, fine dining establishments, country clubs, hotels, caterers, culinary schools, bakeries, patisseries, chocolatiers, cruise lines, casinos and specialty food stores.

**Contact:**

Investor Relations  
Jim Leddy, CFO, (718) 684-8415

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