

Chefs' Warehouse, Inc.
Form 4
March 09, 2016

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lecouras Patricia

(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)
03/07/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/07/2016		F	140 D	\$ 20.23 66,683	D	
Common Stock	03/07/2016		F	329 D	\$ 20.23 66,354	D	
Common Stock	03/07/2016		D	18,205 (1) D	\$ 0 48,149	D	
Common Stock	03/07/2016		A	3,244 (2) A	\$ 0 51,393	D	
Common Stock	03/07/2016		A	4,866 (3) A	\$ 0 56,259	D	

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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Price-Based Stock Options (Right to Buy)	\$ 7.82	03/07/2016		A	7,193	<u>(4)</u> 03/07/2026	Common Stock 7,193

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lecouras Patricia 100 EAST RIDGE ROAD RIDGEFIELD, CT 06877	Chief Human Resources Officer

Signatures

/s/ Alexandros Aldous, Attorney-in-Fact for Patricia Lecouras 03/09/2016

**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) Performance Restricted Shares awarded in 2013 pursuant to The Chefs' Warehouse 2011 Omnibus Equity Incentive Plan (the "Plan") and cancelled upon failure to achieve performance targets.
- (2) The reporting person received 3,244 shares of restricted common stock pursuant to the Plan. The forfeiture restrictions associated with this award will lapse in one-fourth increments as of the first through fourth anniversary dates of the grant date.

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- (3) The reporting person received 4,866 shares of performance-based restricted common stock pursuant to the Plan. The forfeiture restrictions associated with this award will lapse in one-fourth increments, provided that the Grantee provides continuous service to the Company through the applicable vesting date, and further provided that the additional conditions and performance criteria related to audited fully diluted earnings per share for the 2016 fiscal year are met, as set forth in the reporting person's performance-based vesting restricted share award agreement, with one-fourth of the forfeiture restrictions lapsing on the first through fourth anniversary dates of the grant date, 3/7/2016. The shares reported represent 150% of the reporting person's target award, which is the maximum number of shares that can be earned based on the Company's achievement of the performance targets.
- (4) Price-based stock options are eligible for vesting only upon the issuer's achievement of a \$30 stock price hurdle (based on 20-consecutive trading day average) on or before the fourth anniversary of the grant date; in addition, price-based stock options may not be exercised before the third anniversary of the grant date and are subject to the terms of the reporting person's non-qualified stock option agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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