

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.

PART II

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.

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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

June 27, 2016

Attorney-in-Fact

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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.

* 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.
