

Chefs' Warehouse, Inc.
Form SC 13G/A
February 13, 2015

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

Schedule 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)*

The Chefs' Warehouse, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

163086101
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 163086101

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NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)

1

John Pappas

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a) ..

(b) ..

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States of America

NUMBER OF SOLE VOTING POWER

SHARES **5**

2,085,115

BENEFICIALLY

SHARED VOTING POWER

OWNED BY **6**

N/A

EACH

SOLE DISPOSITIVE POWER

REPORTING **7**

2,085,115

PERSON **8** SHARED DISPOSITIVE POWER

WITH N/A

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

2,085,115

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* (a) "

10

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

8.3%

TYPE OF REPORTING PERSON*

12

IN

CUSIP NO. 163086101

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Item 1(a). Name of Issuer: The Chefs' Warehouse, Inc.
Address of Issuer's
 100 East Ridge Road
 Ridgefield, CT 06877

Item 1(b). Principal Executive
Offices:

Item 2(a). Name of Person Filing: See Item 1 of page 2
 c/o The Chefs' Warehouse, Inc.
Address of Principal
 100 East Ridge Road
Business Office or, if none, Residence: Ridgefield, CT 06877

Item 2(c). Organization/Citizenship: See Item 4 of page 2
Title of Class

Item 2(d). Common Stock, \$0.01 par value
Of Securities:

Item 2(e). CUSIP Number: 163086101

Item 3. Inapplicable.

Item 4. Ownership.

| Person | Total Shares of Common Stock Beneficially Owned(1) | Percent of Class(2) | Voting Power | | Disposition | |
|-------------|--|---------------------------|---------------|-----------------|-----------------|-------------------|
| | | | Sole Power | Shared Power | Sole Dispose | Shared Dispose |
| John Pappas | 2,085,115 | 8.3% | 2,085,115 | -- | 2,085,115 | -- |

- Does not include 620,000 shares of Common Stock held by irrevocable trusts for the benefit of the reporting person's children. Each of these trusts has an independent trustee and is irrevocable, and pursuant to the terms of each trust agreement no part of the trust estate may ever revert to the reporting person, be used for the reporting person's benefit or be distributed in the discharge of the reporting person's legal obligations. The reporting person (1) does have the power under the trust agreements acting in a nonfiduciary capacity to acquire any assets of the trusts by substituting property of an equivalent value but has no current intention to do so. The reporting person disclaims beneficial ownership of the shares of Common Stock held in the trusts to the extent that he would be deemed to beneficially own such shares.
- (2)Based on 25,031,270 shares of Common Stock outstanding as of December 31, 2014.

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Ownership of Five Percent or Less of a Class.

Item 5.
Inapplicable

Ownership of More than Five Percent on Behalf of Another Person.

Item 6.
Inapplicable

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Item 7.
Inapplicable

Identification and Classification of Members of the Group.

Item 8.
Inapplicable

Notice of Dissolution of Group.

Item 9.
Inapplicable

Certification.

Item
10.
Inapplicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2015
Date

/s/ John Pappas
(Signature)

John Pappas
(Name/Title)

