

Chefs' Warehouse, Inc.
Form SC 13G/A
February 14, 2014

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. 2)*

The Chefs Warehouse, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

163086101

(CUSIP Number)

December 31, 2013

(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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1 Name of reporting person

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

John Pappas

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Citizenship or place of organization

United States of America

5 Sole voting power

Number of

shares 2,085,115
6 Shared voting power

beneficially

owned by N/A
each 7 Sole dispositive power

reporting

person 2,085,115
8 Shared dispositive power
with

N/A

9 Aggregate amount beneficially owned by each reporting person

2,085,115

10 Check if the aggregate amount in Row (9) excludes certain shares* (a)

11 Percent of class represented by amount in Row 9

8.3%

12 Type of reporting person*

IN

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Item 1(a). Name of Issuer: The Chefs Warehouse, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices: 100 East Ridge Road
Ridgefield, CT 06877

Item 2(a). Name of Person Filing: See Item 1 of page 2

Item 2(b). Address of Principal Business Office or, if none, Residence: c/o The Chefs Warehouse, Inc.
100 East Ridge Road
Ridgefield, CT 06877

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

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

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) | Sole Voting Power | Shared Voting Power | Sole Power to Dispose | Shared Power to Dispose |
|---------------|---|------------------------------------|----------------------------------|------------------------------------|--|--|
| John Pappas | 2,085,115 | 8.3% | 2,085,115 | | 2,085,115 | |

- (1) 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 does not 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 25,030,717 shares of Common Stock outstanding as of December 31, 2013.

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Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Inapplicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Inapplicable

Item 8. Identification and Classification of Members of the Group.

Inapplicable

Item 9. Notice of Dissolution of Group.

Inapplicable

Item 10. Certification.

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 14, 2014
Date

/s/ John Pappas
(Signature)

John Pappas
(Name/Title)