

Chefs' Warehouse, Inc.  
Form 8-K  
May 23, 2012

**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): May 17, 2012

**THE CHEFS WAREHOUSE, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35249**  
(Commission  
File Number)

**20-3031526**  
(I.R.S. Employer  
Identification No.)

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**100 East Ridge Road, Ridgefield, CT**

**(Address of Principal Executive Offices)**

**Registrant's telephone number, including area code: (203) 894-1345**

**06877**

**(Zip Code)**

**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 (*see* General Instruction A.2. below):

- .. 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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a), (b), (d) At the Annual Meeting of Stockholders (the Annual Meeting) of The Chefs Warehouse, Inc. (the Company) held on May 17, 2012, a total of 19,373,966 shares of the Company's common stock, or 92.62% of the Company's outstanding shares, were present in person or represented by proxies out of a total of 20,917,309 shares of common stock outstanding and entitled to vote as of the record date for the Annual Meeting. The stockholders voted on five proposals at the Annual Meeting. The results of voting on the five proposals, including final voting tabulations, are set forth below.

1. The stockholders elected John D. Austin, John A. Couri, L. Kevin Cox, Dean Facatselis, Stephen Hanson, Christopher Pappas and John Pappas to serve as directors to hold office until the annual meeting of stockholders to be held in 2013 and until their successors are duly elected and qualified.

| Nominee            | For        | Withheld | Broker Non-Votes |
|--------------------|------------|----------|------------------|
| John D. Austin     | 18,720,503 | 103,053  | 550,410          |
| John A. Couri      | 18,719,531 | 104,025  | 550,410          |
| L. Kevin Cox       | 18,719,531 | 104,025  | 550,410          |
| Dean Facatselis    | 18,236,873 | 586,683  | 550,410          |
| Stephen Hanson     | 18,564,316 | 259,240  | 550,410          |
| Christopher Pappas | 18,515,047 | 308,509  | 550,410          |
| John Pappas        | 18,237,776 | 585,780  | 550,410          |

2. The stockholders approved the ratification of the selection of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 28, 2012.

| For        | Against | Abstentions |
|------------|---------|-------------|
| 19,324,266 | 49,700  | 0           |

3. The stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers, as described in the Company's 2012 proxy statement.

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 18,795,029 | 27,527  | 1,000       | 550,410          |

4. The stockholders voted, on a non-binding, advisory basis, to hold the non-binding, advisory vote on the compensation of the Company's named executive officers every one year. The Company's Board of Directors has determined that the Company will include a non-binding, advisory stockholder vote on the compensation of executives in its proxy materials every year until the next required advisory vote on the frequency of such votes occurs.

| 1 Year     | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|------------|---------|---------|-------------|------------------|
| 18,296,434 | 132,432 | 394,440 | 250         | 550,410          |

5. The stockholders approved The Chefs Warehouse, Inc. 2011 Omnibus Equity Incentive Plan.

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 18,532,362 | 291,194 | 0           | 550,410          |

**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 and Corporate Secretary

Date: May 23, 2012