

Chefs' Warehouse, Inc.  
Form 8-K  
December 09, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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): December 3, 2014

THE CHEFS' WAREHOUSE, INC.  
(Exact Name of Registrant as Specified in Charter)

|                              |              |                |
|------------------------------|--------------|----------------|
| Delaware                     | 001-35249    | 20-3031526     |
| (State or Other Jurisdiction | (Commission  | (I.R.S.        |
| of Incorporation)            | File Number) | Employer       |
|                              |              | Identification |
|                              |              | No.)           |

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100 East Ridge Road, Ridgefield, CT 06877  
(Address of Principal Executive Offices) (Zip Code)

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

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 1.01. Entry Into a Material Definitive Agreement.**

On December 3, 2014, Dairyland USA Corporation (“Dairyland”), The Chefs’ Warehouse Mid-Atlantic, LLC (“CW Mid-Atlantic”), Bel Canto Foods, LLC (“Bel Canto”), The Chefs’ Warehouse West Coast, LLC (“CW West Coast”) and The Chefs’ Warehouse of Florida, LLC (“CW Florida”, and together with Dairyland, CW Mid-Atlantic, Bel Canto and CW West Coast, the “Borrowers,” and together with the subsidiaries of The Chefs’ Warehouse, Inc. (the “Company”) that guarantee the Borrowers’ obligations thereunder, the “Loan Parties”), JP Morgan Chase Bank, N.A. (“JP Morgan”) and the lenders from time to time party thereto (the “Lenders”) entered into Amendment No. 3 (“Amendment No. 3”) to the Amended and Restated Credit Agreement dated as of April 25, 2012 by and among the Borrowers, JP Morgan and the Lenders (the “Amended and Restated Credit Agreement”).

Amendment No. 3 amends the Amended and Restated Credit Agreement to (i) modify the definition of Fixed Charge Coverage Ratio in the Amended and Restated Credit Agreement by eliminating the deduction of the unfinanced portion of Capital Expenditures from the calculation of EBITDA utilized to calculate the Fixed Charge Coverage Ratio, (ii) permit a sale-leaseback transaction involving the Company’s Las Vegas distribution facility that is currently under construction, (iii) increase the amount of assets that the Loan Parties may sell in any twelve month period in transactions not otherwise permitted from \$1,000,000 to \$5,000,000, (iv) adjust certain financial covenants and the periods during which the Loan Parties must comply with such covenants and (v) set a maximum permitted amount of Capital Expenditures that may be made or incurred by the Loan Parties in future fiscal years.

Each of the Company’s subsidiaries that guarantee the Borrowers’ obligations under the Amended and Restated Credit Agreement consented to the Borrowers’ entering into Amendment No. 3 to the Amended and Restated Credit Agreement.

On December 3, 2014, Dairyland, CW Mid-Atlantic, Bel Canto, CW West Coast and CW Florida (the “Issuers”), along with the Company’s subsidiaries that guarantee the Issuers’ obligations thereunder (together with the Issuers, the “Obligors”), entered into an Amendment No. 3 to the Note Purchase and Guarantee Agreement dated as of April 17, 2013 (the “Note Purchase and Guarantee Agreement”) among the Issuers, the Company’s subsidiaries that guarantee the Issuer’s obligations thereunder and the Prudential Insurance Company of America and certain of its affiliates to (i) modify the definition of Fixed Charge Coverage Ratio in the Note Purchase and Guarantee Agreement by eliminating the deduction of the unfinanced portion of Capital Expenditures from the calculation of EBITDA utilized to calculate the Fixed Charge Coverage Ratio, (ii) permit a sale-leaseback transaction involving the Company’s Las Vegas distribution facility that is currently under construction, (iii) increase the amount of assets that the Obligors may sell in any twelve month period in transactions not otherwise permitted from \$1,000,000 to \$5,000,000, (iv) adjust certain financial covenants and the periods during which the Obligors must comply with such covenants and (v) set a maximum permitted amount of Capital Expenditures that may be made or incurred by the Obligors in future fiscal years.

The foregoing descriptions of Amendment No. 3 to the Amended and Restated Credit Agreement and Amendment No. 3 to the Note Purchase and Guarantee Agreement are qualified in their entirety by reference to the copies thereof

filed herewith as Exhibit 10.1 and Exhibit 10.2, respectively.

**Item 2.03. Creation of a Direct Financial Obligation of a Registrant.**

The information included in Item 1.01 above is incorporated by reference into this Item 2.03.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.* The following exhibits are being filed with this Current Report on Form 8-K:

| <b><u>Exhibit</u></b><br><b><u>No.</u></b> | <b>Description</b>  |
|--|---|
| 10.1                                       | Amendment No. 3, dated as of December 3, 2014, to the Amended and Restated Credit Agreement dated as of April 17, 2013, by and among Dairyland USA Corporation, The Chefs' Warehouse Mid-Atlantic, LLC, Bel Canto Foods, LLC, The Chefs' Warehouse West Coast, LLC, and The Chefs' Warehouse of Florida, LLC, as Borrowers, the other Loan Parties thereto, the Lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent.   |
| 10.2                                       | Amendment No. 3, dated as of December 3, 2014, to the Note Purchase and Guarantee Agreement, dated as of April 17, 2013, by and among Dairyland USA Corporation, The Chefs' Warehouse Mid-Atlantic, LLC, Bel Canto Foods, LLC, The Chefs' Warehouse West Coast, LLC, and The Chefs' Warehouse of Florida, LLC, as Issuers, The Chefs' Warehouse, Inc., Chefs' Warehouse Parent, LLC, The Chefs' Warehouse Midwest, LLC, Michael's Finer Meats Holdings, LLC, and Michael's Finer Meats, LLC, as the Initial Guarantors, The Prudential Insurance Company of America, Pruco Life Insurance Company, Prudential Arizona Reinsurance Captive Company, and Prudential Retirement Insurance and Annuity Company. |

**SIGNATURE**

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/ John D. Austin  
John D. Austin  
Chief Financial Officer

Date: December 9, 2014

**EXHIBIT INDEX**

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