

Chefs' Warehouse Holdings, LLC

Form S-1/A

June 08, 2011

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**As filed with the Securities and Exchange Commission on June 8, 2011**

**Registration No. 333-173445**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Amendment No. 1  
to  
Form S-1**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**CHEFS WAREHOUSE HOLDINGS, LLC**  
*(Exact name of registrant as specified in its charter)*

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

**5141**  
*(Primary Standard Industrial  
Classification Code Number)*

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

**100 East Ridge Road  
Ridgefield, Connecticut 06877  
(203) 894-1345**  
*(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)*

**Christopher Pappas  
President and Chief Executive Officer  
100 East Ridge Road  
Ridgefield, Connecticut 06877  
(203) 894-1345**  
*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting  
company

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**EXPLANATORY NOTE**

Chefs Warehouse Holdings, LLC, a limited liability company organized under the laws of Delaware, is the registrant filing this registration statement with the Securities and Exchange Commission. Prior to the effectiveness of this registration statement, Chefs Warehouse Holdings, LLC will be converted into a corporation organized under the laws of Delaware pursuant to Section 18-216 of the Delaware Limited Liability Company Act and Section 265 of the Delaware General Corporation Law. The securities issued to investors in connection with this offering will be common stock in that corporation, which will be named The Chefs Warehouse, Inc.

The Chefs Warehouse, LLC, a Delaware limited liability company and an indirect, wholly-owned subsidiary of Chefs Warehouse Holdings, LLC, is not the registrant under this registration statement. Prior to the consummation of this offering, we expect that its name will be changed to The Chefs Warehouse Mid-Atlantic, LLC.

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The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is declared effective. This preliminary prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION DATED JUNE 8, 2011

**PRELIMINARY PROSPECTUS**

**Shares**

**The Chefs Warehouse, Inc.**

**Common Stock**

We are offering \_\_\_\_\_ shares of our common stock and the selling stockholders identified in this prospectus are offering \_\_\_\_\_ shares of our common stock. Because the selling stockholders are our affiliates, a portion of the proceeds of the offering will benefit such affiliates. We will not receive any proceeds from the sale of shares by the selling stockholders. This is our initial public offering, and, prior to this offering, there has been no public market for our common stock. We expect the initial public offering price to be between \$ \_\_\_\_\_ and \$ \_\_\_\_\_ per share. We have applied to list our common stock for listing on The NASDAQ Global Market under the symbol CHEF.

**Investing in our common stock involves a high degree of risk. Please read Risk Factors beginning on page 12 of this prospectus.**

**Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

	<b>PER SHARE</b>	<b>TOTAL</b>
Public Offering Price	\$	\$
Underwriting Discounts and Commissions	\$	\$
Proceeds to The Chefs Warehouse, Inc. Before Expenses	\$	\$
Proceeds to Selling Stockholders Before Expenses	\$	\$

Delivery of the shares of common stock is expected to be made on or about \_\_\_\_\_, 2011. We and the selling stockholders have granted the underwriters an option for a period of 30 days to purchase an additional

and \_\_\_\_\_ shares of our common stock, respectively, to cover over-allotments. If the underwriters exercise the option in full, the total underwriting discounts and commissions payable by us and the selling stockholders will be \$ \_\_\_\_\_ and the total proceeds to us and the selling stockholders, before expenses, will be \$ \_\_\_\_\_.

**Jefferies**

Prospectus dated \_\_\_\_\_, 2011

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We and the selling stockholders have not, and the underwriters have not, authorized anyone to give any information or to make any representations other than those that are contained in this prospectus or in any free writing prospectus

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issued by us. Do not rely upon any information or representations made outside of this prospectus or in any free writing prospectus issued by us. This prospectus is not an offer to sell, and it is not soliciting an offer to buy, (1) any securities other than shares of our common stock or (2) shares of our common stock in any circumstances in which the offer or solicitation is unlawful. The information contained in this prospectus may change after the date of this prospectus. Do not assume after the date of this prospectus that the information contained in this prospectus is still correct.

Persons outside the United States who come into possession of this prospectus must inform themselves about and observe any restrictions relating to the offering of the securities and the distribution of the prospectus outside the United States.

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**Basis of Presentation**

We utilize a 52/53 week fiscal year ending on a Friday near the end of December. Our fiscal years ended December 24, 2010, December 25, 2009, December 26, 2008, December 28, 2007 and December 29, 2006 were each comprised of 52 weeks. Fiscal years are identified in this prospectus according to the calendar year in which the fiscal years end. For example, references to 2010, fiscal 2010, fiscal year end 2010 or other similar references refer to the fiscal year ended December 24, 2010. Our fiscal year ending December 30, 2011 will have 53 weeks.

**Industry and Market Data**

This prospectus includes industry and market data that we derived from internal company records, publicly-available information and industry publications and surveys. Industry publications and surveys generally state that the information contained therein has been obtained from sources believed to be reliable. We believe that this data is accurate in all material respects as of the date of this prospectus. You should carefully consider the inherent risks and uncertainties associated with the industry and market data contained in this prospectus.

**Trademarks and Trade Names**

In this prospectus, we refer (without any ownership notation) to several registered and common law trademarks, including The Chefs Warehouse, Dairyland USA, Spoleto, Bel Aria and Grand Reserve. All brand names or other trademarks appearing in this prospectus are the property of their respective owners.

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**PROSPECTUS SUMMARY**

*The following summary highlights information contained elsewhere in this prospectus and is qualified in its entirety by the more detailed information and the historical consolidated financial statements, and the related notes thereto, included elsewhere in this prospectus. Because it is a summary, it does not contain all of the information that you should consider before investing in our common stock. You should read this entire prospectus carefully, including the more detailed information set forth under the caption Risk Factors and the historical consolidated financial statements, and the related notes thereto, included elsewhere in this prospectus before investing in our common stock.*

*Prior to the effectiveness of this registration statement, we will convert our company from a Delaware limited liability company (Chefs Warehouse Holdings, LLC) to a Delaware corporation (The Chefs Warehouse, Inc.). Unless otherwise noted, the terms Company, we, us, and our refer to Chefs Warehouse Holdings, LLC and its consolidated subsidiaries prior to the conversion date and The Chefs Warehouse, Inc. and its consolidated subsidiaries on and after the conversion date. This prospectus assumes the completion of the conversion and related transactions, as a result of which all membership interests of Chefs Warehouse Holdings, LLC held by our investors will be converted into shares of common stock of The Chefs Warehouse, Inc. See Certain Relationships and Related-Party Transactions Reorganization Transaction. Unless otherwise indicated or the context otherwise requires, financial and operating data in this prospectus reflects the consolidated business and operations of Chefs Warehouse Holdings, LLC and its wholly-owned subsidiaries prior to the conversion and The Chefs Warehouse, Inc. and its wholly-owned subsidiaries from and after the conversion.*

*Unless the context otherwise requires or indicates, the information set forth in this prospectus assumes that (1) the underwriters over-allotment option is not exercised and (2) the common stock to be sold in this offering is sold at \$ per share, which is the midpoint of the price range indicated on the cover page of this prospectus.*

**Company Overview**

We are a premier distributor of specialty food products in the United States. We are focused on serving the specific needs of chefs who own and/or operate some of the nation's leading menu-driven independent restaurants, fine dining establishments, country clubs, hotels, caterers, culinary schools and specialty food stores. We believe that we have a distinct competitive advantage in serving these customers as a result of our extensive selection of distinctive and hard-to-find specialty food products, our product knowledge and our customer service.

We define specialty food products as gourmet foods and ingredients that are of the highest grade, quality or style as measured by their uniqueness, exotic origin or particular processing method. Our product portfolio includes over 11,500 stock-keeping units, or SKUs, and is comprised primarily of imported and domestic specialty food products, such as artisan charcuterie, specialty cheeses, unique oils and vinegars, hormone-free protein, truffles, caviar and chocolate. We also offer an extensive line of broadline food products, including cooking oils, butter, eggs, milk and flour. Our core customers are chefs, and we believe that, by offering a wide selection of both distinctive and hard-to-find specialty products, together with staple broadline food products, we are able to differentiate ourselves from larger, traditional broadline foodservice distributors, while simultaneously enabling our customers to utilize us as their primary foodservice distributor.

Since the formation of our predecessor in 1985, we have expanded our distribution network, product selection and customer base both organically and through acquisitions. From fiscal 2009 to fiscal 2010, net revenues, net income and earnings before interest, taxes, depreciation and amortization, or EBITDA, increased approximately \$59.0 million, \$6.9 million and \$8.7 million, respectively, to \$330.1 million, \$15.9 million and \$24.6 million, respectively. Net revenues, net income and EBITDA for the three months ended March 25, 2011 were \$83.2 million, \$1.0 million and

\$5.5 million, respectively, increases of \$13.2 million, \$0.7 million and \$1.8 million, respectively, over the comparable period in fiscal 2010. Pro forma net income for fiscal 2010 and the three months ended March 25, 2011 was \$ and \$ , respectively. See footnote 4 to the Summary Consolidated Financial Data for a reconciliation of EBITDA to adjusted EBITDA and the information under the caption Unaudited Pro Forma Condensed Consolidated Financial Statements beginning on page F-21 for the calculation of pro forma net income for fiscal 2010. During these periods and in prior years, our sales to both new and existing customers have increased as a result of an increase in the breadth and depth of our product portfolio, our commitment to customer service, the efforts of our experienced and sophisticated sales professionals, the increased use of technology in the operations and management of our business and our ongoing

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consolidation of the fragmented specialty foodservice distribution industry, including acquisitions in San Francisco, Washington, D.C. and Miami since 2007.

### **Competitive Strengths**

We believe that, during our 26-year history, we have achieved, developed and/or refined the following strengths which provide us with a distinct competitive position in the foodservice distribution industry and also the opportunity to achieve superior margins relative to most large broadline foodservice distributors:

*Leading Distributor of Specialty Food Products in Many of the Key Culinary Markets.* Based on our management's industry knowledge and experience, we believe we are the largest distributor of specialty food products in the New York, Washington, D.C., San Francisco and Los Angeles metro markets as measured by net sales. We believe these markets, along with a number of other markets we serve, including Las Vegas, Miami, Philadelphia, Boston and Napa Valley, create and set the culinary trends for the rest of the United States and provide us with valuable insight into the latest culinary and menu practices. Furthermore, we believe our established relationships with many of the top chefs, culinary schools and dining establishments in these key culinary markets have benefited us when we entered into new markets where we believe that chefs at our potential customers were generally knowledgeable of our brand and commitment to quality and excellence from their experience working in other markets which we serve or through their personal relationships throughout the culinary industry.

*Expansive Product Offering.* We offer an extensive portfolio of high-quality specialty food products, ranging from basic ingredients and staples, such as milk and flour, to delicacies and specialty ingredients sourced from North America, Europe, Asia and South America, which we believe helps our customers distinguish their menu items. We carry more than 11,500 SKUs, including approximately 7,000 that are in-stock every day, and we constantly evaluate our portfolio and introduce new products to address regional trends and preferences and ensure that we are on the leading edge of broader culinary trends. Through our importing division, we provide our customers with access to a portfolio of exclusive items, including regional olive oils, truffles and charcuterie from Italy, Spain, France and other Mediterranean countries. In addition, and as evidence of our commitment to aid our customers in creating unique and innovative menu items, we regularly utilize our sourcing relationships and industry insights to procure additional products that we do not regularly carry but that our customers specifically request. We believe that the breadth and depth of our product portfolio facilitates our customers' ability to distinguish and enhance their menu offerings and differentiates us from larger traditional broadline foodservice distributors. For example, we provide a selection of more than 125 different varieties of olive oil, while large broadline foodservice distributors only carry, on average, 5-10 types of olive oil.

*Critical Route-to-Market for Specialty Food Suppliers.* We currently distribute products from more than 1,000 different suppliers, with no single supplier currently representing more than 5% of our total disbursements. Our suppliers are located throughout North America, Europe, Asia and South America and include numerous small, family-owned entities and artisanal food producers. We are the largest customer for many of our suppliers. As a result, our experienced and sophisticated sales professionals, customer relationships and distribution platform are critical to these suppliers' route-to-market, which provides us with greater leverage in our relationships with the suppliers and also enables us to offer a wide range of products on an exclusive basis.

*Expanding Base of Premier Customer Relationships.* Our breadth and depth of product offerings coupled with our highly regarded customer service has allowed us to develop and retain a loyal customer base that is comprised of chefs who own or work at more than 7,000 of the nation's leading menu-driven independent restaurants, fine dining establishments, country clubs, hotels, caterers, culinary schools and specialty food stores. Our focus on product selection, product knowledge and customer service has rewarded us with a number of long-term customer relationships, which often begin when chefs are introduced to us while attending the nation's leading culinary schools,

including The Culinary Institute of America and The French Culinary Institute, both of which have been customers of ours for more than five years.

*Collaborative Professional and Educational Relationships with our Customers.* We employ a sophisticated and experienced sales force of approximately 125 sales professionals, the majority of whom have formal culinary training, degrees in the culinary arts or prior experience working in the culinary industry. Equipped with advanced culinary and industry knowledge, our sales professionals seek to establish a rapport with our customers so that they can more fully understand and anticipate the needs of and offer cost-effective food product solutions to the chefs that own or operate these businesses. We believe that the specialized knowledge base of our sales professionals

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enables us to take a more collaborative and educational approach to selling our gourmet foods and ingredients and to further differentiate ourselves from our traditional broadline competitors.

*Expertise in Logistics and Distribution.* We have built a first-class, scalable inventory management and logistics platform that enables us to efficiently fill an average of 11,000 orders each week and to profitably meet our customers needs for varying drop sizes, high service levels and timely delivery. Our average distribution service level, or the percentage of in-stock items ordered by customers that were delivered by the requested date, was in excess of 99% in 2010, which we believe is among the highest rates in the foodservice distribution industry. With distribution centers located in New York, Los Angeles, San Francisco, Washington D.C., Las Vegas and Miami, we are able to leverage our geographic footprint and reduce our inbound freight costs. This scale enables us to maintain a portfolio of more than 11,500 SKUs through the operation of our sophisticated information technology, inventory management and logistics systems, which we believe allows us to provide our customers with the highest level of customer service and responsiveness in our industry.

*Experienced and Proven Management Team.* Our senior management team has demonstrated the ability to grow the business through various economic environments. With collective experience of more than 60 years at The Chefs Warehouse and its predecessor, our founders and senior management are experienced operators and are passionate about our future. Our senior management team is comprised of our founders as well as experienced professionals with expertise in a wide range of functional areas, including finance, sales and marketing, information technology and human resources. We believe our management team and employee base is, and will remain, highly motivated as they will continue to own % of our common stock following this offering.

## **Our Growth Strategies**

We believe substantial organic growth opportunities exist in our current markets through increased penetration of our existing customers and the addition of new customers, and we have identified new markets that we believe also present opportunities for future expansion. Key elements of our growth strategy include the following:

*Increase Penetration with Existing Customers.* We intend to sell more products to our existing customers by increasing the breadth and depth of our product selection and increasing the efficiency of our sales professionals, while at the same time continuing to provide excellent customer service. We are a data-driven and goal-oriented organization, and we are highly focused on increasing the number of unique products we distribute to each customer and our weekly gross profit contribution from each customer. Based on our management's industry experience and our relationships and dealings with our customers, we believe we are the primary distributor of specialty food products to the majority of our customers, and we intend to maintain that position while adding to the number of customers for which we serve as their primary distributor of specialty food products.

*Expand our Customer Base Within our Existing Markets.* As of December 24, 2010, we served more than 7,000 customer locations in the United States. We plan to expand our market share in the fragmented specialty food distribution industry by cultivating new customer relationships within our existing markets through the continued penetration of independent restaurants, fine dining establishments, country clubs, hotels, caterers, culinary schools and specialty food stores. We believe we have the opportunity to continue to gain market share in our existing markets by offering an extensive selection of specialty food products as well as traditional broadline staple food products through our unique, collaborative and educational sales efforts and efficient, scalable distribution solution.

*Continue to Improve our Operating Margins.* As we continue to grow, we believe we can improve our operating margins by continuing to leverage our inventory management and logistics platform and our general and administrative functions to yield both improved customer service and profitability. Utilizing our fleet of delivery trucks, we fill an average of 11,000 customer orders each week, usually within 12-24 hours of order placement. We

intend to continue to offer our customers this high level of customer service while maintaining our focus on realizing efficiencies and economies of scale in purchasing, warehousing, distribution and general and administrative functions which, when combined with incremental fixed-cost leverage, we believe will lead to continued improvements in our operating margin.

*Pursue Selective Acquisitions.* Throughout our 26-year history, we have successfully identified, consummated and integrated multiple new market and tuck-in acquisitions. We believe we have improved the operations and overall profitability of each acquired company by leveraging our sourcing relationships to provide an expanded product portfolio, implementing our tested sales force training techniques and metrics and installing improved warehouse

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management and information systems. We believe we have the opportunity to capitalize on our existing infrastructure and expertise by continuing to selectively pursue opportunistic acquisitions in order to expand the breadth of our distribution network, increase our operating efficiency and add additional products and capabilities.

## **Recent Developments**

On May 31, 2011, we entered into an agreement to purchase certain of the assets of Harry Wils & Co., a specialty foodservice distribution company headquartered in the New York City metropolitan area. We are purchasing the inventory of Harry Wils & Co. and certain intangible assets, including Harry Wils & Co.'s customer list and certain intellectual property. We are assuming no liabilities in connection with the transaction and intend to relocate the inventory we are purchasing to our Bronx, New York distribution facility shortly following the closing of the transaction, which, subject to the satisfaction of certain customary closing conditions, we expect to occur by mid-July 2011. We intend to finance the purchase price for these assets we are acquiring through borrowings under our existing senior secured credit facilities.

## **Reorganization Transaction**

Prior to the effectiveness of this registration statement, we will complete a transaction in which we will convert Chefs Warehouse Holdings, LLC into The Chefs Warehouse, Inc. Specifically, immediately prior to the time at which the registration statement of which this prospectus is part is declared effective, Chefs Warehouse Holdings, LLC, a Delaware limited liability company, will convert into The Chefs Warehouse, Inc., a Delaware corporation, and the members of Chefs Warehouse Holdings, LLC will receive in the conversion \_\_\_\_\_ shares of common stock of The Chefs Warehouse, Inc. for each unit of membership interest in Chefs Warehouse Holdings, LLC owned by them at the time of the conversion. In total, we expect to issue \_\_\_\_\_ shares of common stock in this reorganization transaction. Of these shares, \_\_\_\_\_ shares will be restricted shares of our common stock issued upon conversion of our Class C units that have not vested as of the date we consummate the reorganization transaction.

## **Refinancing Transactions**

In connection with our redemption of all of our outstanding Class A units in October 2010, we entered into our existing \$100.0 million senior secured credit facilities with a syndicate of lenders. The existing senior secured credit facilities provide for (i) a \$75.0 million term loan facility and (ii) a revolving credit facility under which we may borrow up to \$25.0 million. We also issued \$15.0 million of our senior subordinated notes due 2014.

In connection with this offering, we intend to enter into a commitment letter, which we expect will be replaced by definitive loan documentation simultaneously with the closing of this offering, with JPMorgan Chase Bank, N.A. with respect to new senior secured credit facilities. Pursuant to the commitment letter, we expect that the new senior secured credit facilities will provide for (i) a four year, \$30.0 million term loan facility maturing in 2015, and (ii) a four year, \$50.0 million revolving credit facility maturing in 2015. We intend to use the net proceeds of this offering, together with a portion of borrowings under our new senior secured credit facilities, to repay all of our loans outstanding under our existing senior secured credit facilities and redeem or repurchase all of our outstanding senior subordinated notes due 2014.

## **Risk Factors**

An investment in our common stock involves a high degree of risk. Before you invest in our common stock, you should carefully read and consider, among other things, the following risks as well as those described under the caption Risk Factors beginning on page 12 of this prospectus:



Our success depends to a significant extent on general economic conditions, including changes in disposable income levels and consumer spending trends;  
Conditions beyond our control could materially affect the cost and/or availability of our specialty food products and/or interrupt our distribution network;  
Our business is low-margin in nature and our profit margins are sensitive to inflationary and deflationary pressures;  
Because our foodservice distribution operations are principally concentrated in six culinary markets, we are susceptible to economic and other developments, including adverse weather conditions, in these areas;

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Damage to our reputation or lack of acceptance of our specialty food products and/or the brands we carry in existing and new markets could materially and adversely impact our business, financial condition or results of operations;

Our profit margins may be negatively affected if group purchasing organizations are successful in adding our independent restaurant customers as members;

A significant portion of our future growth is dependent upon our ability to expand our operations in our existing markets and to penetrate new markets, including through acquisitions; and

We may have difficulty managing and facilitating our future growth.

**Company Information**

Our principal executive office is located at 100 East Ridge Road, Ridgefield, Connecticut 06877, and our telephone number is (203) 894-1345. Our website address is *http://www.chefswarehouse.com*. Our website and the information contained therein or connected thereto is not and shall not be deemed to be incorporated into this prospectus or the registration statement of which it forms a part and is provided as an inactive textual reference.

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**The Offering**

<b>Common stock offered by us</b>	shares
<b>Common stock offered by the selling stockholders</b>	shares
<b>Common stock to be outstanding immediately after this offering</b>	shares

**Selling Stockholders**

See **Principal and Selling Stockholders** for information regarding the selling stockholders who are participating in this offering.

**Over-Allotment Option**

We and the selling stockholders have granted to the underwriters an option for a period of 30 days after the date of this prospectus to purchase up to            and            additional shares of our common stock, respectively, to cover over-allotments. The information presented in this prospectus assumes that the underwriters do not exercise their over-allotment option.

**Use of Proceeds**

We estimate the net proceeds to us from this offering will be approximately \$            million, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us, based upon an assumed initial offering price of \$            per share, which is the midpoint of the range set forth on the cover page of this prospectus. We intend to use the net proceeds of this offering, together with borrowings under our new senior secured credit facilities, to:

- redeem or repurchase all of our outstanding senior subordinated notes due 2014 and pay any accrued but unpaid interest thereon and other related fees, including the call premium associated with such redemption or repurchase; and
- repay all of our loans outstanding under our existing senior secured credit facilities and any accrued but unpaid interest thereon and other related fees.

Any remaining net proceeds will be used for general corporate purposes.

An affiliate of Jefferies & Company, Inc., an underwriter in this offering, is a lender under our existing term loan facility and one of the holders of our senior subordinated notes and will receive approximately \$            million of the net proceeds of this offering used to redeem or repurchase our senior subordinated notes and repay our existing term loan facility.

For a more complete description of our new senior secured credit facilities, see the information under the caption **Description of Our Indebtedness – New Senior Secured Credit Facilities**.

We will not receive any of the proceeds from the sale of common stock by the selling stockholders. See **Use of Proceeds**, **Description of Our Indebtedness**, **Principal and Selling Stockholders** and **Underwriting Affiliations and Conflicts of Interest**.



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**Risk Factors**

Investing in our common stock involves a high degree of risk. You should carefully read this entire prospectus, including the more detailed information set forth under the caption Risk Factors and the historical consolidated financial statements, and the related notes thereto, included elsewhere in this prospectus, before investing in our common stock.

**Lock-up Agreements**

Our directors, executive officers and holders of more than 5% of our outstanding common stock have agreed with the underwriters, subject to limited exceptions, not to sell, transfer or dispose of any of our shares for a period of 180 days after the date of this prospectus. See the information under the caption Underwriting No Sales of Similar Securities for additional information.

**Proposed NASDAQ Global Market Symbol**

We have applied to have our common stock approved for listing on The NASDAQ Global Market under the symbol CHEF.

**Conflicts of Interest**

As described under the caption Use of Proceeds, we intend to use net proceeds from this offering, together with borrowings under our new senior secured credit facilities, to (1) redeem or repurchase any and all of our outstanding senior subordinated notes and any accrued but unpaid interest thereon and other related fees, including the call premium associated with such redemption or repurchase, and (2) repay all of our loans outstanding under our existing senior secured credit facilities and any accrued but unpaid interest thereon and other related fees. Because an affiliate of Jefferies & Company, Inc. is a lender under our existing term loan facility and one of the holders of our senior subordinated notes and will receive approximately \$ , or more than 5% of the net proceeds of this offering, due to such redemption and repayments, this offering will be conducted in accordance with Rule 5121 of the Financial Industry Regulatory Authority, Inc., or FINRA. This rule requires, among other things, that a qualified independent underwriter has participated in the preparation of, and has exercised the usual standards of due diligence with respect to, the registration statement and this prospectus. has agreed to act as qualified independent underwriter for the offering and to undertake the legal responsibilities and liabilities of an underwriter under the Securities Act of 1933, as amended, or the Securities Act, specifically including those inherent in Section 11 of the Securities Act.

**Table of Contents****Summary Consolidated Financial Data**

The following table sets forth, for the periods and as of the dates indicated, our summary consolidated financial data on an historical basis and, for the fiscal year ended December 24, 2010 and for the three months ended March 25, 2011, on both an as adjusted basis giving effect to this offering, our reorganization transaction described below and the application of the net proceeds of this offering as described under the caption "Use of Proceeds" and borrowings under our new senior secured credit facilities and a pro forma basis giving effect to our redemption of our Class A units, this offering, our reorganization transaction described below and the application of the net proceeds of this offering as described under the caption "Use of Proceeds" and borrowings under our new senior secured credit facilities. The statement of operations data for the fiscal years ended December 24, 2010, December 25, 2009 and December 26, 2008 and the balance sheet data as of December 24, 2010 are derived from our audited consolidated financial statements appearing elsewhere in this prospectus. We have derived the statement of operations data for the three months ended March 25, 2011 and March 26, 2010 and balance sheet data as of March 25, 2011 from our unaudited interim consolidated financial statements appearing elsewhere in this prospectus. In the opinion of management, the unaudited interim consolidated financial statements reflect all adjustments, consisting of normal and recurring adjustments, necessary for the fair presentation of the Company's financial position at March 25, 2011 and results of its operations and its cash flows for the three months ended March 25, 2011 and March 26, 2010. The financial condition and results of operations as of and for the three months ended March 25, 2011 do not purport to be indicative of the financial condition or results of operations to be expected as of or for the fiscal year ending December 30, 2011. The pro forma data included in the table was prepared in accordance with Article 11 of Regulation S-X of the Securities Act.

The summary consolidated financial data presented below represent only portions of our financial statements and, accordingly, are not complete. You should read this information in conjunction with the information included under the captions "Use of Proceeds," "Capitalization," "Selected Consolidated Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Unaudited Pro Forma Condensed Consolidated Financial Statements" and our consolidated financial statements, and the related notes thereto, which are included elsewhere in this prospectus.

Prior to the effectiveness of this registration statement, we will convert our company from a Delaware limited liability company (Chefs' Warehouse Holdings, LLC) to a Delaware corporation (The Chefs' Warehouse, Inc.). See "Certain Relationships and Related-Party Transactions" Reorganization Transaction. The summary consolidated financial data relate to Chefs' Warehouse Holdings, LLC and its consolidated subsidiaries.

	FISCAL YEAR ENDED		THREE MONTHS ENDED		PRO FORMA <sup>(1)</sup>		
	DECEMBER 24, 2010	DECEMBER 25, 2009	DECEMBER 26, 2008	MARCH 25, 2011	MARCH 26, 2010	DECEMBER 24, 2010	MARCH 25, 2011
	2010	2009	2008	2011	2010	2010	2011
	(In thousands, except per share data)						

**Statement of Operations Data:**

Net revenues	\$ 330,118	\$ 271,072	\$ 281,703	\$ 83,183	\$ 70,000	\$ 330,118	\$ 83,183
Cost of sales	244,340	199,764	211,387	61,148	52,017	244,340	61,148

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Gross profit	85,778	71,308	70,316	22,035	17,983	85,778	22,035
Operating expenses	64,206	57,977	60,314	16,976	14,953		
Operating profit	21,572	13,331	10,002	5,059	3,030		