

Chefs' Warehouse, Inc.
Form 8-K
May 22, 2017

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 19, 2017

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

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At the Annual Meeting held on May 19, 2017, a total of 23,495,781 shares of the Company's common stock, or 89.41% of the Company's outstanding shares, were present or represented by proxies out of a total of 26,275,936 shares of common stock outstanding and entitled to vote as of the record date for the Annual Meeting. The stockholders voted on four proposals at the Annual Meeting. The results of voting on the four proposals, including final voting tabulations, are set forth below.

1. The stockholders elected Dominick Cerbone, John A. Couri, Joseph Cugine, John DeBenedetti, Steven F. Goldstone, Alan Guarino, Stephen Hanson, Katherine Oliver, Christopher Pappas and John Pappas to serve as directors to hold office until the annual meeting of stockholders to be held in 2018 and until their successors are duly elected and qualified.

| Nominee | For | Withheld | Broker Non-Votes |
|---------------------|------------|-----------|------------------|
| Dominick Cerbone | 20,733,582 | 1,859,894 | 902,305 |
| John A. Couri | 20,731,780 | 1,861,696 | 902,305 |
| Joseph Cugine | 20,733,582 | 1,859,894 | 902,305 |
| John DeBenedetti | 21,226,429 | 1,367,047 | 902,305 |
| Steven F. Goldstone | 21,162,017 | 1,431,459 | 902,305 |
| Alan Guarino | 21,453,558 | 1,139,918 | 902,305 |
| Stephen Hanson | 21,453,658 | 1,139,818 | 902,305 |
| Katherine Oliver | 21,472,708 | 1,120,768 | 902,305 |
| Christopher Pappas | 21,447,732 | 1,145,744 | 902,305 |
| John Pappas | 21,216,202 | 1,377,274 | 902,305 |

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 29, 2017.

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 23,456,019 | 39,562 | 200 | NA |

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 2017 proxy statement.

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 20,584,528 | 2,007,612 | 1,336 | 902,305 |

3. The stockholders approved the material terms of the Company's 2011 Omnibus Equity Incentive Plan, as described in the Company's 2017 proxy statement.

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 21,805,425 | 787,189 | 862 | 902,305 |

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 22, 2017