

Vitamin Shoppe, Inc.  
 Form 4  
 February 11, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 TRUESDALE ANTHONY N

(Last) (First) (Middle)  
 2101 91ST STREET  
 (Street)

NORTH BERGEN, NJ 07047

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Vitamin Shoppe, Inc. [VSI]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/07/2014		M <sup>(1)</sup>	35,000	A \$ 10.75	142,447 <sup>(2)</sup>	D
Common Stock	02/07/2014		S <sup>(1)</sup>	35,000	D \$ 45 <sup>(3)</sup>	107,447	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option(Right to Buy)	\$ 10.75	02/07/2014		M	35,000	(4) 04/02/2016	Common Stock 35,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUESDALE ANTHONY N 2101 91ST STREET NORTH BERGEN, NJ 07047	X		Chief Executive Officer	

## Signatures

/s/ Jean W. Frydman,  
attorney-in-fact  
Date: 02/11/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 11, 2013.

Includes 296 shares acquired at \$19.58 per share, 285 shares acquired at \$22.10 per share, 60 shares acquired at \$28.36 per share, 59 shares acquired at \$28.82 per share, 54 shares acquired at \$31.82 per share, 55 shares acquired at \$30.85 per share, 324 shares acquired at \$34.26, 45 shares acquired at \$37.75 per share, 36 shares acquired at \$47.66 per share, 35 shares acquired at \$48.76, 44 shares acquired at

(2) \$41.52 per share, 50 shares acquired at \$38.11 per share, 51 shares acquired at \$37.19 per share and 51 shares acquired at \$37.58 per share under the Vitamin Shoppe 2010 Employee Stock Purchase Plan on June 30, 2010, September 30, 2010, March 30, 2011, June 30, 2011, September 30, 2011, December 30, 2011, March 30, 2012, June 29, 2012, September 28, 2012, December 31, 2012, March 28, 2013, June 28, 2013, September 30, 2013 and December 31, 2013 respectively.

(3) The \$45.00 sale price is the price from one trade.

(4) Options vested on April 7, 2007, April 2, 2008, April 2, 2009, October 27, 2009 and April 2, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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