

Sprouts Farmers Market, Inc.

Form 4

October 23, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maredia Amin N.

(Last) (First) (Middle)

11811 N.TATUM BLVD, SUITE
2400

(Street)

PHOENIX, AZ 85028

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Sprouts Farmers Market, Inc. [SFM]

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

10/21/2014

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 Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, par value \$0.001 per share | 10/21/2014 | | M | | 7,219 | A | \$ 1.0864 | 78,878 | D |
| Common Stock, par value \$0.001 per share | 10/21/2014 | | <u>S</u> ⁽¹⁾ | | 7,219 | D | \$ 29.5 | 71,659 ⁽²⁾ | I |
| | 10/21/2014 | | M | | 44,163 | A | | 115,822 | D |

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Common
Stock, par
value
\$0.001 per
share

\$
3.3255

Common
Stock, par
value
\$0.001 per
share

10/21/2014

S⁽¹⁾ 44,163 D \$ 29.5 71,659 ⁽²⁾ I

By Amin
Maredia
Family
Growth
Fund, L.P.
⁽³⁾

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

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(9-02)

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) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Stock Option (right to buy) | \$ 1.0864 | 10/21/2014 | | M | 7,219 | ⁽⁴⁾ 09/25/2018 | Common stock, par value \$0.001 per share | 7,219 |
| Stock Option (right to buy) | \$ 3.3255 | 10/21/2014 | | M | 44,163 | ⁽⁴⁾ 09/25/2018 | Common stock, par value \$0.001 per share | 44,163 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |

Maredia Amin N.
11811 N.TATUM BLVD
SUITE 2400
PHOENIX, AZ 85028

Chief Financial Officer

Signatures

/s/ Amin N.
Maredia

10/23/2014

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Consists of 65,000 shares of common stock and 6,659 restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of common stock. These restricted stock units will vest over three years, with one-third vesting on March 4, 2015; one-third vesting on March 4, 2016; and the remaining one-third vesting on March 4, 2017, assuming continued employment through the applicable vest date.

(2) The remaining shares of common stock are held by Amin Maredia Family Growth Fund, L.P., an entity established by the reporting person for estate planning purposes. The reporting person (i) may be deemed to have beneficial ownership of the shares owned of record thereby, and (ii) has shared voting and investment power with respect to such shares.

(3) All such options are presently exercisable; excludes an additional 88,771 outstanding options held by the reporting person at various strike prices.

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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