Vitamin Shoppe, Inc. Form 4 January 08, 2015

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549 Number: January 31, Expires:

2005 Estimated average burden hours per

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

response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARKEE RICHARD L	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	Vitamin Shoppe, Inc. [VSI]  3. Date of Earliest Transaction	(Check all applicable)			
2101 91ST STREET	(Month/Day/Year) 01/02/2015	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) See Remarks			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NORTH BERGEN, NJ 07047  (City) (State) (Zip)		Person			

(City)	(State) (2	Table	I - Non-De	erivative S	ecurit	ies Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) or	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common			Couc ,	7 IIIIO GIII	(2)	11100			
Common	01/02/2015		Δ	8 476	Δ	\$0	68 805 (1)	D	

01/02/2015 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: Vitamin Shoppe, Inc. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Topozonig o mior riumo / riumoso	Director	10% Owner	Officer	Other				
MARKEE RICHARD L								
2101 91ST STREET	X		See Remarks					
NORTH BERGEN, NJ 07047								

# **Signatures**

/s/ Jean W. Frydman,
attorney-in-fact

\*\*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).

Includes 284 shares acquired at \$19.58 per share, 274 shares acquired at \$22.10 per share, 254 shares acquired at \$23.73 per share, 213 shares acquired at \$28.36 per share, 144 shares acquired at \$28.82 per share, 126 shares acquired at \$31.82 per share, 130 shares acquired at \$30.85 per share, 507 shares acquired at \$34.26 per share, 106 shares acquired at \$37.75 per share, 82 shares acquired at \$47.66 per

(1) share 97 shares at \$41.52 per share, 97 shares at \$38.11 per share, 107 shares at \$37.19, 107 shares at \$37.58 per share and 483 shares at \$40.39 per share under the Vitamin Shoppe 2010 Employee Stock Purchase Plan on June 30, 2010, September 30, 2010, December 30, 2010, March 30, 2011, June 30, 2011, September 30, 2011, December 30, 2011, March 30, 2012, June 29, 2012, September 28, 2012, March 28, 2013, June 28, 2013. September 30, 2013, December 31, 2013 and March 31, 2014 respectively.

#### **Remarks:**

#### Executive Chairman of the Board

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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