

Sprouts Farmers Market, Inc.
Form 4
March 30, 2015

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 *
Sanders James Douglas

(Last) (First) (Middle)

5455 EAST HIGH STREET, SUITE
111

(Street)

PHOENIX, AZ 85054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Sprouts Farmers Market, Inc. [SFM]

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

03/26/2015

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)

President and CEO

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	03/26/2015		M	86,708	A \$ 3.3255 119,704	D	
Common Stock, par value \$0.001 per share	03/26/2015		S ⁽¹⁾	86,708	D \$ 33.0928 32,996 ⁽³⁾	D	
Common Stock, par	03/27/2015		M	90,298	A \$ 3.3255 123,294	D	

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value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

03/27/2015

S⁽¹⁾

90,298 D

\$ 32.969
(4)

32,996 (3)

D

Common
Stock, par
value
\$0.001 per
share

03/30/2015

M

86,328 A

\$ 3.3255

119,324

D

Common
Stock, par
value
\$0.001 per
share

03/30/2015

S⁽¹⁾

86,328 D

\$
33.4461
(5)

32,996 (3)

D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(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)	\$ 3.3255	03/26/2015		M	86,708	(6) 05/02/2018	Common stock, par value \$0.001 per share	86,708
Stock Option (right to buy)	\$ 3.3255	03/27/2015		M	90,298	(6) 05/02/2018	Common stock, par value \$0.001	90,298

Stock								per share
Option	\$ 3.3255	03/30/2015	M	86,328	(6)	05/02/2018	Common	
(right to							stock, par	
buy)							value	86,328
							\$0.001	
							per share	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanders James Douglas 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054	X		President and CEO	

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for James Douglas
Sanders

03/30/2015

__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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.94 to \$33.30 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Consists of 22,638 shares of common stock and 10,358 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 vested 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 vesting date.

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.72 to \$33.28 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.13 to \$33.67 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) All such options are presently exercisable; excludes an additional 440,126 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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