

Sprouts Farmers Market, Inc.

Form 3

August 13, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Livingston Susannah

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/06/2015

3. Issuer Name **and** Ticker or Trading Symbol  
Sprouts Farmers Market, Inc. [SFM]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)5455 EAST HIGH  
STREET, SUITE 111

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
Interim Chief Financial Ofc.6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

PHOENIX, AZ 85054

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Common Stock, par value \$0.001 per share 4,643 <sup>(1)</sup>

D

A

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

SEC 1473 (7-02)

**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 number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)  
Title4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	04/08/2020	Common stock, par value \$0.001 per share	65,000	\$ 6.9155	D	Â
Stock Option (right to buy)	Â (3)	03/04/2021	Common stock, par value \$0.001 per share	3,738	\$ 39.01	D	Â
Stock Option (right to buy)	Â (4)	03/11/2022	Common stock, par value \$0.001 per share	3,648	\$ 34.33	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Livingston Susannah 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054	Â	Â	Â Interim Chief Financial Ofc.	Â

## Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Susannah Livingston 08/13/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Consists of 4,152 shares of common stock and 491 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.

(2) 42,541 of such options are presently exercisable. 9,625 become exercisable in equal installments at the end of each calendar quarter through March 31, 2016 and 12,834 options become exercisable at the end of fiscal 2015, provided certain corporate performance targets are met.

(3) 1,869 of such options are presently exercisable. 1,869 become exercisable in equal installments at the end of each calendar quarter through December 31, 2016.

(4) 608 of such options are presently exercisable. 3,040 become exercisable in equal installments at the end of each calendar quarter through December 31, 2017.

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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