

Sprouts Farmers Market, Inc.

Form 3

October 11, 2016

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

OMB APPROVAL

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**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 \*

Â Sanders Dan J

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

10/01/2016

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)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Operations Officer

6. Individual or Joint/Group  
Filing(Check Applicable Line)☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person5455 EAST HIGH  
STREET,Â SUITE 111

(Street)

PHOENIX,Â AZÂ 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 <sup>(1)</sup> 2,443

D Â

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)

Title

4. 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)	08/11/2022	Common stock, par value \$0.001 per share 36,278 \$ 20.98	D Â
Stock Option (right to buy)	Â (3)	03/04/2023	Common stock, par value \$0.001 per share 7,217 \$ 28.21	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanders Dan J 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054	Â	Â	Â Chief Operations Officer	Â

## Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Dan J. Sanders 10/11/2016

\_\_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).

Consists of restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of common stock.

- (1) These restricted stock units will vest over three years, with one-third vesting on March 4, 2017; one-third vesting on March 4, 2018; and the remaining one-third vesting on March 4, 2019, assuming continued employment through the applicable vest date.
- (2) These options become exercisable in twelve equal quarterly installments at the end of each calendar quarter beginning September 30, 2015 and continuing through June 30, 2018.
- (3) These options become exercisable in three equal annual installments on March 4, 2017, March 4, 2018 and March 4, 2019.

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### Remarks:

The reporting person was promoted to Chief Operations Officer of the issuer effective October 1, 2016.

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.