

Sprouts Farmers Market, Inc.
Form 4
November 14, 2016

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 *
Lombardi Brandon F.

(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)

11/11/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief HR & Legal 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	11/11/2016		M	11,500	A \$ 6.0145	30,118	D
Common Stock, par value \$0.001 per share	11/11/2016		S	11,500	D \$ 21.03 (1)	18,618	D
Common Stock, par	11/11/2016		M	11,459	A \$ 3.7755	30,077	D

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value
\$0.001 per
share

Common
Stock, par

value 11/11/2016 S 11,459 D \$ 21.03
(1) 18,618 (2) D
\$0.001 per
share

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

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information contained in this form are not
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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)	\$ 6.0145	11/11/2016		M	11,500	(3) 07/23/2019	Common stock, par value \$0.001 per share	11,500
Stock Option (right to buy)	\$ 3.7755	11/11/2016		M	11,459	(3) 07/23/2019	Common stock, par value \$0.001 per share	11,459

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lombardi Brandon F. 5455 EAST HIGH STREET SUITE 111	Chief HR & Legal Officer

PHOENIX, AZ 85054

Signatures

/s/ Brandon F.
Lombardi

11/14/2016

__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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.165 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.

Amount includes 8,557 shares of common stock, 3,415 restricted stock units and 6,646 performance share awards. Each restricted stock unit and performance share award represent the right to receive, upon vesting, one share of common stock. In addition to the shares underlying the restricted stock units described in footnote 1 above, the remaining 814 restricted stock units will vest on March 4, 2017, assuming continued employment through such date. The performance share awards will vest over two years, with one-half vesting on March 11, 2017 and the remaining one-half vesting on March 11, 2018, assuming continued employment through such dates.

(3) All such options are presently exercisable.

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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