Maredia Amin N.
Form 4
July 03, 2018

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 Number:	3235-0287
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Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person [*]
Maredia Amin N.

(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)
07/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Executive 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.001 per share	07/02/2018		S [(1)](#)		12,303	D	$ 22.03	293,211 [(2)](#)	D	
Common Stock, par value $0.001 per share								65,000	I	By Amin Maredia Family Growth Fund, L.P. [(3)](#)

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

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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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	$ 39.01							(4)	03/04/2021	Common stock, par value $0.001 per share	33,771	
Stock Option (right to buy)	$ 34.33							(4)	03/11/2022	Common stock, par value $0.001 per share	33,439	
Stock Option (right to buy)	$ 24.48							(4)	08/11/2022	Common stock, par value $0.001 per share	386,496	
Stock Option (right to buy)	$ 20.98							(4)	08/11/2022	Common stock, par value $0.001 per share	466,561	
Stock Option (right to buy)	$ 28.21							(5)	03/04/2023	Common stock, par value $0.001 per share	113,504	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maredia Amin N. 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054	X		Chief Executive Officer	

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Amin N. Maredia	07/03/2018
**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) This transaction was a broker-assisted sale of shares of common stock to satisfy the withholding tax liability incurred upon the vesting of restricted stock, as mandated by the Issuer's election under its equity incentive plan documents, and does not represent a discretionary trade by the reporting person.

(2) Includes 100,213 shares of common stock, 97,153 restricted shares and 95,845 performance share awards. Each restricted share and performance share award represents the right to receive, upon vesting, one share of common stock. 42,598 of such restricted shares will vest annually over two years on March 3, 2019 and 2020, and the remaining 54,555 restricted shares will vest annually over three years, with one-third vesting on March 5, 2019; one-third vesting on March 5, 2020; and the remaining one-third vesting on March 5, 2021. The performance share awards will vest annually over two years on March 3, 2019 and 2020. All such vestings assume continued employment through such dates.

(3) These shares of common stock are held by Amin Maredia Family Growth Fund, L.P., an entity established by the reporting person for estate planning purposes. The reporting person (i) may be deemed to have beneficial ownership of the shares owned of record thereby, and (ii) has shared voting and investment power with respect to such shares.

(4) All such options are presently exercisable.

(5) 75,670 options are presently exercisable; the remaining 37,834 options become exercisable on March 4, 2019.

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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