THERIAULT TIMOTHY J

Form 4 July 05, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 January 31,

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

THERIAUL	2. Issue Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
		Vitami	Vitamin Shoppe, Inc. [VSI]				(Check all applicable)			
(Last)	(First) (M	iddle) 3. Date of	ate of Earliest Transaction							
		(Month/	Day/Year)				_X_ Director		Owner	
	MIN SHOPPE, INC MEADOW BLVD		2018				Officer (give below)	below)	er (specify	
	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
SECAUCUS	S, NJ 07094	Filed(Mo	onth/Day/Year)				Applicable Line) _X_ Form filed by 0 Form filed by N Person			
(City)	(State) (2	Zip) Tab	le I - Non-D	erivative S	Securit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	(D) or Be Indirect (I) Or	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/02/2018		Code V	Amount 10,948 (1)	(A) or (D)	Price \$ 6.85	Transaction(s) (Instr. 3 and 4) 19,579	D		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

THERIAULT TIMOTHY J C/O VITAMIN SHOPPE, INC. 300 HARMON MEADOW BLVD. SECAUCUS, NJ 07094



Signatures

David M. Kastin, as Attorney-In-Fact

07/05/2018

**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).

These shares are restricted stock units that were issued pursuant to the Registrant's 2018 Long-Term Incentive Plan as the annual award to directors pursuant to the Director Compensation Plan and Stock Ownership Guidelines. Each restricted stock unit represents a contingent right to receive one share of common stock. Restricted stock units vest in four equal quarterly installments on October 1, 2018, January 2, 2019, April 1, 2019 and July 1, 2019.

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.

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