





## Edgar Filing: Sprouts Farmers Market, Inc. - Form 8-K

### Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 30, 2017, the Board of Directors of Sprouts Farmers Market, Inc. (the “Company”) approved amendments to the Company’s Bylaws to implement proxy access. Article II, Section 2.5 has been added to the Company’s Bylaws to permit a stockholder, or a group of up to 20 stockholders, owning at least 3% of the Company’s outstanding common stock continuously for at least three years to nominate and include in the Company’s proxy materials director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the stockholders and the nominees satisfy the requirements specified in the Bylaws. Proxy access will first be available to stockholders following the Company’s 2017 annual meeting of stockholders.

The foregoing description of the Company’s Bylaws, as amended and restated, is qualified in all respects by reference to the text of the Amended and Restated Bylaws, a copy of which is filed as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

### Item 9.01. Financial Statements and Exhibits.

(d)Exhibits

Exhibit Number	Description
3.2	Amended and Restated Bylaws of Sprouts Farmers Market, Inc., effective as of January 30, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPROUTS FARMERS MARKET, INC.

Date: January 30, 2017 By: /s/ Brandon F. Lombardi  
Name: Brandon F. Lombardi  
Title: Chief Legal Officer and Corporate Secretary

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EXHIBIT INDEX

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