

Dissinger Todd
 Form 3
 January 03, 2018

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 Dissinger Todd
 (Last) (First) (Middle)

C/O NATURAL GROCERS BY VITAMIN COTTAGE,Â 12612 WEST ALAMEDA PARKWAY

(Street)

LAKEWOOD,Â COÂ 80228

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 01/01/2018

3. Issuer Name and Ticker or Trading Symbol
 Natural Grocers by Vitamin Cottage, Inc. [NGVC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Chief Financial Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

4,484

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Restricted Stock Units ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 5,406 | \$ ⁽¹⁾ | D | Â |
| Restricted Stock Units ⁽¹⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 8,100 | \$ ⁽¹⁾ | D | Â |
| Restricted Stock Units ⁽¹⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 60,066 | \$ ⁽¹⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dissinger Todd C/O NATURAL GROCERS BY VITAMIN COTTAGE 12612 WEST ALAMEDA PARKWAY LAKEWOOD, CO 80228 | Â | Â | Â Chief Financial Officer | Â |

Signatures

/s/ Todd
Dissinger

01/03/2018

 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).
- (1) Each restricted stock unit represents a contingent right to receive one share of NGVC common stock.
 - (2) 1,802 of these restricted stock units will vest on each of August 17, 2018, 2019 and 2020.
 - (3) 1,620 of these restricted stock units will vest on each of November 1, 2018, 2019, 2020, 2021 and 2022.
 - (4) 12,013 of these restricted stock units will vest on each of January 2, 2019, 2020, 2021 and 2022 and 12,014 of these restricted stock units will vest on January 2, 2023; provided, however, that all such restricted stock units that are unvested will become fully vested upon the occurrence of a change in control affecting the Company.

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.