

Apollo Management Holdings GP, LLC

Form 3

July 31, 2013

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 Apollo Management Holdings  
GP, LLC

(Last) (First) (Middle)

9 W. 57TH STREET,Â 43RD  
FLOOR

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
07/31/20133. Issuer Name **and** Ticker or Trading Symbol  
Sprouts Farmers Market, Inc. [SFM]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)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)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common stock, par value \$0.001

65,217,769

I

See footnote (1)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  
Derivative5. 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)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Apollo Management Holdings GP, LLC 9 W. 57TH STREET 43RD FLOOR NEW YORK, NY 10019	^	^ X	^	^
Apollo Management Holdings, L.P. 9 W. 57TH STREET - NEW YORK, NY 10019	^	^ X	^	^
Apollo Management GP, LLC TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577	^	^ X	^	^
Apollo Management, L.P. 2 MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577	^	^ X	^	^
AIF VI Management, LLC 9 WEST 57TH STREET 43RD FLOOR NEW YORK, NY 10019	^	^ X	^	^
Apollo Management VI, L.P. 9 WEST 57TH STREET 43RD FLOOR NEW YORK, NY 10019	^	^ X	^	^
Apollo Principal Holdings I GP, LLC TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577	^	^ X	^	^
Apollo Principal Holdings I, L.P. TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577	^	^ X	^	^
Apollo Capital Management VI, LLC ONE MANHATTANVILLE ROAD SUITE 201 PURCHASE, NY 10577	^	^ X	^	^

Apollo Advisors VI, L.P.  
ONE MANHATTANVILLE ROAD  
SUITE 201  
PURCHASE, NY 10577

Â Â X Â Â

## Signatures

See signatures attached as  
Exhibit 99.2

07/31/2013

\_\_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) See Exhibit 99.1.

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.