

Sprouts Farmers Market, Inc.  
Form 3  
July 31, 2013

**FORM 3**

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

OMB APPROVAL

OMB  
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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 \*

Black Stephen Douglas

(Last) (First) (Middle)

11811 N.TATUM  
BLVD, SUITE 2400

(Street)

PHOENIX, AZ 85028

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

07/31/2013

3. 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  
\_X\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
Chief Marketing Officer

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

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 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)

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  
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**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)

Date Expiration  
Exercisable Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)

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

(Instr. 5)

Stock Option (right to buy)	Â <u>(1)</u>	07/23/2019	Common stock, par value \$0.001 per share (	40,104	\$ 6.0145	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	07/23/2019	Common Stock	5,729	\$ 3.7755	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	07/23/2019	Common Stock	45,833	\$ 3.7755	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	07/23/2019	Common Stock	45,834	\$ 3.7755	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Black Stephen Douglas 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028	Â	Â	Â Chief Marketing Officer	Â

## Signatures

Brandon F. Lombardi, Attorney-in-Fact for Stephen Douglas  
Black

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) Presently exercisable

(2) Options become exercisable in equal installments at the end of each calendar quarter through June 30, 2015.

(3) Options vest at the end of fiscal 2013, fiscal 2014 or fiscal 2015, provided certain corporate performance targets are met.

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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