

Sprouts Farmers Market, Inc.  
Form 4  
November 21, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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. Issuer Name **and** Ticker or Trading  
Symbol  
Sprouts Farmers Market, Inc. [SFM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/20/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Chief Marketing Officer

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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.001 per share	11/20/2014		M		5,729	A	\$ 3.7755	8,171	D
Common Stock, par value \$0.001 per share	11/20/2014		M		6,662	A	\$ 6.0145	14,833	D
Common Stock, par	11/20/2014		M		12,375	A	\$ 18	27,208	D

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value  
\$0.001 per  
share

Common  
Stock, par  
value  
\$0.001 per  
share

11/20/2014

S

24,766 D

\$

31.6303

2,442 <sup>(2)</sup>

D

(1)

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 3.7755	11/20/2014		M	5,729	<u>(3)</u> 07/23/2019	Common stock, par value \$0.001 per share	5,729
Stock Option (right to buy)	\$ 6.0145	11/20/2014		M	6,662	<u>(4)</u> 07/23/2019	Common stock, par value \$0.001 per share	6,662
Stock Option (right to buy)	\$ 18	11/20/2014		M	12,375	<u>(5)</u> 07/31/2020	Common stock, par value \$0.001 per share	12,375

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

Black Stephen Douglas  
11811 N.TATUM BLVD  
SUITE 2400  
PHOENIX, AZ 85028

Chief Marketing Officer

## Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Stephen D.  
Black

11/21/2014

\_\_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).

(1) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.51 to \$31.71 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) Consists of 2,442 restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of common stock. These restricted stock units will vest over three years, with one-third vesting on March 4, 2015; one-third vesting on March 4, 2016; and the remaining one-third vesting on March 4, 2017, assuming continued employment through the applicable vest date.

(3) The reporting person is exercising options that are presently exercisable. Of the remaining options after giving effect to this transaction, 17,188 will become exercisable in equal quarterly installments at the end of each calendar quarter through June 30, 2015; and 22,917 vest at the end of fiscal 2014 or fiscal 2015, provided certain corporate performance targets are met.

(4) All such options are presently exercisable.

(5) The reporting person is exercising options that are presently exercisable. Of the remaining options after giving effect to this transaction, 9,625 will become exercisable in equal quarterly installments at the end of each calendar quarter through June 30, 2016; 5,500 vest at the end of fiscal 2014 or fiscal 2015, provided certain corporate performance targets are met; and 5,500 vest at the end of fiscal 2015 or fiscal 2016, 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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