Sprouts Farmers Market, Inc.

Form 4 May 25, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Sprouts Farmers Market, Inc. [SFM]

5. Relationship of Reporting Person(s) to Issuer

Nielsen James Leroy

Symbol

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner

5455 EAST HIGH STREET, SUITE

05/23/2016

(Month/Day/Year)

X_ Officer (give title Other (specify below)

111

(Street)

President & COO

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

PHOENIX, AZ 85054

(City) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following (Instr. 4) Reported

Indirect (I)

Ownership (Instr. 4)

Indirect

Beneficial

(Month/Day/Year)

(A)

or

(D)

Transaction(s) (Instr. 3 and 4) Price

Common

share

(Instr. 3)

Stock, par value 05/23/2016 \$0.001 per

2,601 (1)

Code V Amount

 $17,077 \cdot (2)$

D

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

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SEC 1474 (9-02)

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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. Transacti Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (3)	\$ 24.48	05/23/2016		A	33,439	06/30/2018	08/11/2022	Common stock, par value \$0.001 per share	33,439

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nielsen James Leroy 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054

President & COO

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for James L. Nielsen

05/25/2016

**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).
- Represents shares of restricted stock granted to compensate the reporting person for options to purchase shares of the Issuer's common (1) stock originally granted to the reporting person on August 11, 2015 that have subsequently been determined to have been null and void. These shares of restricted stock vest on June 30, 2018.
- Includes, in addition to the 2,601 restricted shares described in Note (1), 3,620 shares of common stock, 2,219 restricted stock units and 8,637 performance share awards. Each restricted stock unit and performance share award represent the right to receive, upon vesting, one share of common stock. The restricted stock units will vest on March 4, 2017, and the performance share awards will vest one-half on March 11, 2017 and one-half on March 11, 2018, in each case, assuming continued employment through such dates.
- (3) Represents options granted to compensate the reporting person for options to purchase shares of the Issuer's common stock originally granted to the reporting person on August 11, 2015 that have subsequently been determined to have been null and void.

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.

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