

Maredia Amin N.
Form 4
November 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maredia Amin N.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5455 EAST HIGH STREET, SUITE 111

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2018

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

Chief Executive Officer

(Street)

4. 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

PHOENIX, AZ 85054

(City) (State) (Zip)

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 | 11/19/2018 | | S ⁽¹⁾ | | 100,213 | D | \$ 27.5208 ⁽²⁾ 257,998 |
| Common Stock, par value \$0.001 per share | 11/19/2018 | | S ⁽¹⁾ | | 65,000 ⁽³⁾ | D | \$ 27.5208 ⁽²⁾ 192,998 ⁽⁴⁾ |

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

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(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. Price or Value 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) | \$ 39.01 | | | | | <u>(5)</u> | 03/04/2021 | Common stock, par value \$0.001 per share | 33,771 |
| Stock Option (right to buy) | \$ 34.33 | | | | | <u>(5)</u> | 03/11/2022 | Common stock, par value \$0.001 per share | 33,439 |
| Stock Option (right to buy) | \$ 20.98 | | | | | <u>(5)</u> | 08/11/2022 | Common stock, par value \$0.001 per share | 466,561 |
| Stock Option (right to buy) | \$ 24.48 | | | | | <u>(5)</u> | 08/11/2022 | Common stock, par value \$0.001 per share | 386,496 |
| Stock Option (right to buy) | \$ 28.21 | | | | | <u>(6)</u> | 03/04/2023 | Common stock, par value \$0.001 per share | 113,504 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Maredia Amin N. 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054 | X | | Chief Executive Officer | |

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Amin N.
Maredia

11/21/2018

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.99 to \$27.74 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.

(3) These shares of common stock were held by Amin Maredia Family Growth Fund, L.P., an entity established by the reporting person for estate planning purposes. The reporting person (i) may be deemed to have beneficial ownership of the shares owned of record thereby, and (ii) has shared voting and investment power with respect to such shares.

(4) Includes 97,153 restricted shares and 95,845 performance share awards. Each restricted share and performance share award represents the right to receive, upon vesting, one share of common stock. 42,598 of such restricted shares will vest annually over two years on March 3, 2019 and 2020, and the remaining 54,555 restricted shares will vest annually over three years, with one-third vesting on March 5, 2019; one-third vesting on March 5, 2020; and the remaining one-third vesting on March 5, 2021. The performance share awards will vest annually over two years on March 3, 2019 and 2020. All such vestings assume continued employment through such dates.

(5) All such options are presently exercisable.

(6) 75,670 options are presently exercisable; the remaining 37,834 options become exercisable on March 4, 2019.

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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