

Sprouts Farmers Market, Inc.  
Form DEF 14A  
March 18, 2019  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material pursuant to §240.14a-12

**Sprouts Farmers Market, Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:

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Proxy Statement for  
2019 Annual Meeting of Stockholders

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March 18, 2019

Dear Fellow Sprouts Stockholders:

You are cordially invited to attend the 2019 Annual Meeting of Stockholders of Sprouts Farmers Market, Inc., which will be held at the Sprouts Farmers Market Store Support Office, 5455 East High Street, Suite 111, Phoenix, Arizona 85054, on Tuesday, **April 30, 2019 at 8:00 a.m.**, local time.

**Proxy Voting**

At the Annual Meeting, we will ask you to elect two members of our board of directors; vote on a non-binding advisory resolution to approve the compensation paid to our named executive officers for fiscal 2018 (commonly referred to as "say-on-pay"); and ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2019 fiscal year.

**Proxy Materials and Availability**

We have elected to provide access to proxy materials over the Internet under the Securities and Exchange Commission's notice and access rules to reduce the environmental impact and cost of our Annual Meeting. However, if you prefer to receive paper copies of our proxy materials, please follow the instructions included in the Notice of Internet Availability.

**How to Vote**

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. Therefore, we urge you to promptly vote and submit your proxy via the Internet, by telephone, or by mail, in accordance with the instructions included in the proxy statement.

On behalf of our board of directors, we would like to thank you for your continued interest and investment in Sprouts Farmers Market.

Sincerely,

Brad Lukow

Interim Co-Chief Executive Officer and  
Chief Financial Officer

Jim Nielsen

Interim Co-Chief Executive Officer,  
President and Chief Operating Officer

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**SPROUTS FARMERS MARKET, INC.**

**NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS**

- Time and Date:** Tuesday, **April 30, 2019** at **8:00 a.m.** local time.
- Place:** Sprouts Farmers Market Store Support Office, 5455 East High Street, Suite 111, Phoenix, Arizona 85054.
- Items of Business:**
- (1) To elect two Class III directors to serve until the 2022 annual meeting of stockholders or until their successors are duly elected and qualified;
  - (2) To vote on a non-binding advisory resolution to approve the compensation paid to our named executive officers for fiscal 2018 ( say-on-pay );
  - (3) To ratify the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent registered public accounting firm for the fiscal year ending December 29, 2019; and
  - (4) To consider such other business as may properly come before the meeting or any adjournment or postponement thereof.
- Adjournments and Postponements:** Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed.
- Record Date:** Holders of record of our common stock as of the close of business on March 4, 2019 are entitled to notice of, and to vote at, the Annual Meeting.
- Voting:** Your vote is very important. To ensure your representation at the Annual Meeting, we urge you to vote by proxy as promptly as possible over the Internet or by phone as instructed in the Notice of Internet Availability of Proxy Materials or, if you receive paper copies of the proxy materials by mail, you can also vote by mail by following the instructions on the proxy card. All stockholders as of the record date are invited to attend the Annual Meeting. You may vote in person at the Annual Meeting even if you have previously returned a proxy.
- By Order of the Board of Directors,

Brandon F. Lombardi

Chief Human Resources and Legal Officer and Corporate Secretary

*This notice of Annual Meeting and proxy statement and form of proxy are being distributed and made available on or about March 18, 2019.*

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held  
on April 30, 2019.**

This proxy statement and our 2018 Annual Report to Stockholders, which includes our Annual Report on Form 10-K for the fiscal year ended December 30, 2018, are available at [www.proxyvote.com](http://www.proxyvote.com) and at [investors.sprouts.com](http://investors.sprouts.com).

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## Proxy Statement Summary

**PROXY STATEMENT SUMMARY**

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should review all of the information contained in the proxy statement before voting.

Annual Meeting of Stockholders

**Date:** Tuesday, April 30, 2019

**Time:** 8:00 a.m., local time

**Location:** Sprouts Farmers Market Store Support Office, 5455 East High Street, Suite 111, Phoenix, Arizona 85054

**Record Date:** March 4, 2019

**Voting:** Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote.

Proposals and Voting Recommendations

	<b>Board Recommendation</b>	<b>Page</b>
Election of Directors		
Kristen E. Blum	For	18
Shon A. Boney	For	18
Advisory vote on the compensation paid to our named executive officers for fiscal 2018	For	48
Ratification of our independent registered public accounting firm	For	50

Voting Methods

You can vote in one of four ways:

Visit [www.proxyvote.com](http://www.proxyvote.com) to vote **VIA THE INTERNET**

Call 1-800-690-6903 to vote **BY TELEPHONE**

Sign, date and return your proxy card in the prepaid enclosed envelope to vote **BY MAIL**

Attend the meeting to vote **IN PERSON**

To reduce our administrative and postage costs and the environmental impact of the Annual Meeting, we encourage stockholders to vote via the Internet or by telephone, both of which are available 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on April 29, 2019. Stockholders may revoke their proxies at the times and in the manners described on page 5 of this proxy statement.

If your shares are held in street name through a bank, broker, or other holder of record, you will receive voting instructions from the holder of record that you must follow in order for your shares to be voted. If you wish to vote in person at the meeting, you must obtain a legal proxy from the bank, broker or other holder of record that holds your shares.

*As used in this Proxy Statement, unless the context otherwise requires, references to the company, Sprouts, we, us and our refer to Sprouts Farmers Market, Inc. and, where appropriate, its subsidiaries.*

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**Business Summary**

**BUSINESS SUMMARY**

Sprouts Farmers Market operates healthy grocery stores that specialize in fresh, natural and organic products at prices that appeal to everyday grocery shoppers. Based on the belief that healthy food should be affordable, Sprouts welcoming environment and knowledgeable team members continue to drive its growth. Sprouts offers a complete grocery shopping experience that includes an array of fresh produce in the heart of the store, a deli with prepared entrees and side dishes, The Butcher Shop, The Fish Market, an expansive vitamins and supplements department and more. Since our founding in 2002, we have grown rapidly, significantly increasing our sales, store count and profitability. With 313 stores in 19 states as of December 30, 2018, we are one of the largest healthy grocery store chains selling fresh, natural and organic food in the United States. As of March 18, 2019, we have grown to 319 stores in 19 states and continue to be guided by our passion:

**WE BELIEVE HEALTHY LIVING IS A JOURNEY AND**

**EVERY MEAL IS A CHOICE.**

**WE LOVE TO INSPIRE, EDUCATE AND EMPOWER**

**EVERY PERSON TO EAT HEALTHIER AND LIVE A BETTER LIFE.**

2018 was once again a dynamic year in the retail industry and proved to be a very strong year for Sprouts, including the following business highlights:

Grew annual revenue to \$5.2 billion, representing 12% growth year over year

Increased comparable store sales by 2.1%, achieving two-year comparable store sales growth of 5.0%

Increased diluted earnings per share to \$1.22 from \$1.15 in 2017

Increased adjusted diluted earnings per share to \$1.29<sup>1</sup> from \$1.01 in 2017

Repurchased \$258 million of our shares

Continued to self-fund our growth through exceptional operating cash flows

Opened 30 new stores, and expanded to four new states: Maryland, Pennsylvania, South Carolina and Washington

Named the #3 most admired company in the food and drug store category by Fortune

As we continue to grow and deliver stockholder value, we do so in a manner that improves our relationship with the environment and strengthens our social responsibility endeavors. Our sustainability and social responsibility highlights for 2018 included:

Donated over 27 million pounds of food to local food banks, equating to 23 million meals, through our Food Rescue program

Diverted 37 million pounds of organic materials from landfills through composting, recycling and cattle feed programs

Donated more than \$2.3 million to over 130 local nonprofit organizations in our communities

Supported more than 850 community events through volunteering and in-kind donations, reaching more than two million residents in our communities

Hosted our first company-wide Day of Service, uniting 500 team members for 28 community service projects across the country

Promoted over 20% of our team members and dedicated over 30,000 hours to leadership development

<sup>1</sup> See [Appendix A](#) for a reconciliation of diluted earnings per share to adjusted diluted earnings per share.

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**General Information**

**SPROUTS FARMERS MARKET, INC.**

**5455 East High Street, Suite 111**

**Phoenix, Arizona 85054**

**2019 ANNUAL MEETING OF STOCKHOLDERS**

**GENERAL INFORMATION**

This proxy statement is provided and the enclosed form of proxy is solicited on behalf of Sprouts Farmers Market, Inc., a Delaware corporation, by our board of directors for use at the 2019 Annual Meeting of Stockholders (referred to as the *Annual Meeting* ) and any postponements or adjournments thereof. The Annual Meeting will be held at the Sprouts Farmers Market Store Support Office, 5455 East High Street, Suite 111, Phoenix, Arizona 85054, on Tuesday, **April 30, 2019** at **8:00 a.m.** local time.

**Internet Availability of Proxy Materials**

In accordance with rules adopted by the Securities and Exchange Commission (referred to as the *SEC* ) that allow companies to furnish their proxy materials over the Internet, we are mailing a Notice of Internet Availability of Proxy Materials instead of a paper copy of our proxy statement and our 2018 Annual Report to most of our stockholders. The Notice of Internet Availability of Proxy Materials contains instructions on how to access those documents and vote over the Internet. The Notice of Internet Availability of Proxy Materials also contains instructions on how to request a paper copy of our proxy materials, including this proxy statement, our 2018 Annual Report, and a form of proxy card. We believe this process will allow us to provide our stockholders the information they need in a more timely manner, while reducing the environmental impact and lowering our costs of printing and delivering the proxy materials.

These proxy solicitation materials are being first provided on or about March 18, 2019 to all stockholders entitled to vote at the meeting.

**Record Date**

Stockholders of record at the close of business on the record date of March 4, 2019 are entitled to notice of and to vote at the meeting.

**Number of Outstanding Shares**

On the record date, there were 123,673,737 outstanding shares of our common stock, par value \$0.001 per share.

**Requirements for a Quorum**

The holders of a majority of the issued and outstanding shares of common stock entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business at the meeting. Each stockholder voting at the meeting, either in person or by proxy, may cast one vote per share of common stock held on all matters to be voted on at the meeting.

**Votes Required for Each Proposal**

Assuming that a quorum is present, directors shall be elected by a plurality of the votes cast by shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Therefore, the two nominees who receive the greatest number of votes cast shall be elected as directors. Our stockholders do not have cumulative voting rights for the election of directors.

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**General Information**

The advisory vote on the compensation of our named executive officers for fiscal 2018 (commonly referred to as a say-on-pay proposal) and the proposal to ratify PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 29, 2019 shall each be decided by the affirmative vote of a majority of shares present in person or represented by proxy at the meeting and entitled to vote thereon.

Although the say-on-pay vote is non-binding, it will provide information to our compensation committee and our board of directors regarding investor sentiment about our executive compensation philosophy, policies, and practices, which our compensation committee and our board of directors will consider when determining executive compensation for the years to come.

The vote on each matter submitted to stockholders is tabulated separately. Broadridge Financial Solutions, or a representative thereof, will tabulate the votes.

**Our Board's Recommendation for Each Proposal**

Our board of directors recommends that you vote your shares:

FOR each of the two Class III director nominees;

FOR the say-on-pay proposal; and

FOR the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 29, 2019.

**Voting Instructions**

You may vote your shares by proxy by doing any one of the following: vote via the Internet at [www.proxyvote.com](http://www.proxyvote.com); call 1-800-690-6903 to vote by telephone; sign, date, and return your proxy or voting instruction card in the prepaid enclosed envelope to vote by mail; or attend the Annual Meeting to vote in person. When a proxy is properly executed and returned, the shares it represents will be voted at the meeting as directed.

If a proxy card is properly executed and returned and no voting specification is indicated, the shares will be voted (1) for the election of each of the two nominees for director set forth in this proxy statement, (2) for the non-binding advisory resolution to approve the compensation paid to our named executive officers for fiscal 2018, (3) for the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2019, and (4) as the persons specified in the proxy deem advisable in their discretion on such other matters as may properly come before the meeting. As of the date of this proxy statement, we have received no notice of any such other matters.

If you attend the Annual Meeting, you may vote in person even if you have previously voted via the Internet or by phone or returned a proxy or voting instruction card by mail, and your in-person vote will supersede any vote previously cast.



### **Broker Non-Votes and Abstentions**

If you are a beneficial owner of shares held in street name and do not provide the broker, bank, or other nominee that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote your shares on routine matters but cannot vote on non-routine matters. If the broker, bank, or other nominee that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is commonly referred to as a broker non-vote.

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**General Information**

The election of directors (referred to as *Proposal 1* ) and the say-on-pay proposal (referred to as *Proposal 2* ) are matters considered non-routine under applicable rules. A broker, bank, or other nominee cannot vote without your instructions on non-routine matters; as a result, there may be broker non-votes on Proposals 1 and 2. **For your vote to be counted in the above proposals, you will need to communicate your voting decisions to your broker, bank, or other nominee before the date of the Annual Meeting using the voting instruction form provided by your broker, bank, or other nominee.**

The ratification of appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2019 (referred to as *Proposal 3* ) is a matter considered routine under applicable rules. A broker, bank, or other nominee may generally vote on routine matters, and therefore no broker non-votes are expected in connection with Proposal 3.

Broker non-votes and abstentions each are counted for determining the presence of a quorum. The election of directors requires a plurality of votes cast. Neither broker non-votes nor any withhold votes in the election of directors will have any effect thereon. Because they represent shares present and entitled to vote that are not cast in favor of a proposal, abstentions will have the same effect as votes against Proposal 2 or Proposal 3. Broker non-votes, however, do not represent shares present and entitled to vote on non-routine matters, and therefore, will have no effect on Proposal 2.

### **Revoking Proxies**

Any stockholder giving a proxy may revoke the proxy at any time before its use by furnishing to us either a written notice of revocation or a duly executed proxy (via Internet, telephone, or mail) bearing a later date, or by attending the meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request.

### **Election Inspector**

Votes cast by proxy or in person at the meeting will be tabulated by the election inspector appointed for the meeting, who will determine whether a quorum is present. The election inspector will treat broker non-votes and abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum, and as described in the Broker Non-Votes and Abstentions section of this proxy statement for purposes of determining the approval of any matter submitted to stockholders for a vote. The election inspector need not be a stockholder, and any of our directors or officers may be an inspector on any question other than a vote for or against his or her election to any position with our company or on any other matter in which he or she may be directly interested.

### **Voting Results**

The final voting results from the Annual Meeting will be publicly disclosed in a Current Report on Form 8-K to be filed with the SEC within four business days of the Annual Meeting.

### **Costs of Solicitation of Proxies**

We will bear the cost of this solicitation, estimated to be approximately \$85,000. In addition, we may reimburse brokerage firms and other persons representing beneficial owners of shares for expenses incurred in forwarding solicitation materials to such beneficial owners. Proxies also may be solicited by certain of our directors and officers,

personally or by telephone or e-mail, without additional compensation. We may, but do not currently intend to, engage a third-party proxy solicitor.

### **Householding**

We are required to provide an Annual Report to all stockholders who receive this proxy statement. To reduce future costs to our company, if you are a stockholder of record and have more than one account in your name, or reside at the same address as other stockholders of record, you may authorize us to

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**General Information**

discontinue duplicate mailings of future Annual Reports and proxy statements, commonly referred to as householding. To do so, mark the designated box on each proxy card for which you wish to discontinue receiving an Annual Report and proxy statement. If you are voting via the Internet or by telephone, you can either follow the prompts when you vote or give instructions to discontinue duplicate mailings of future Annual Reports and proxy statements. Street name stockholders who wish to discontinue receiving duplicate mailings of future Annual Reports should review the information provided in the proxy materials mailed to them by their bank or broker. If, now or in the future, you wish to receive a separate copy of the Annual Report or proxy statement, please notify us by sending a written request to our Corporate Secretary at our principal executive offices, 5455 East High Street, Suite 111, Phoenix, Arizona 85054, and we will deliver a separate copy.

**Attending the Annual Meeting**

You are entitled to attend the Annual Meeting only if you are a stockholder as of the close of business on March 4, 2019, the record date, or hold a valid proxy for the meeting. In order to be admitted to the Annual Meeting, you must present proof of ownership of Sprouts stock on the record date. This can be:

a brokerage statement or letter from a bank or broker indicating ownership on March 4, 2019;

the Notice of Internet Availability of Proxy Materials;

a printout of the proxy distribution email (if you received your materials electronically);

a proxy card;

a voting instruction form; or

a legal proxy provided by your broker, bank, or other nominee.

Admission to the Annual Meeting will be on a first-come, first-served basis and will require proof of ownership described above. Stockholders and proxy holders must also present a government-issued form of photo identification, such as a driver's license, and comply with customary security procedures. We will be unable to admit anyone who does not present identification or refuses to comply with our security procedures. The use of cameras or other recording devices will not be allowed at the Annual Meeting.

**Availability of our Filings with the SEC**

Our 2018 Annual Report to Stockholders, which was made available to stockholders with or preceding this proxy statement, contains financial and other information about our company, but is not incorporated into this proxy statement and is not to be considered a part of these proxy materials or subject to Regulations 14A or 14C or to the

liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The information contained in the Compensation Committee Report and the Report of the Audit Committee shall not be deemed filed with the SEC or subject to Regulations 14A or 14C or to the liabilities of Section 18 of the Exchange Act.

Through our investor relations website, *investors.sprouts.com*, we make available free of charge all of our SEC filings, including our proxy statements, our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q, and our Current Reports on Form 8-K, as well as Form 3, Form 4, and Form 5 reports of our directors, officers, and principal stockholders, together with amendments to these reports filed or furnished pursuant to Sections 13(a), 15(d), or 16 of the Exchange Act. We will also provide upon written request, without charge to each stockholder of record as of the record date, a copy of our Annual Report on Form 10-K for the fiscal year ended December 30, 2018 (referred to as the *Form 10-K*), as filed with the SEC. Any exhibits listed in the Form 10-K report also will be furnished upon request at the actual expense we incur in furnishing such exhibits. Any such requests should be directed to our Corporate Secretary at our principal executive offices set forth in this proxy statement.

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**General Information**

**Other Information**

We report our results of operations on a 52- or 53-week fiscal year ending on the Sunday closest to December 31. Our last three completed fiscal years ended on January 1, 2017, December 31, 2017 and December 30, 2018. For ease of reference, we identify our fiscal years in this proxy by reference to the calendar year ending closest to the last day of such fiscal year. For example, we refer to our fiscal years ended January 1, 2017, December 31, 2017 and December 30, 2018 and our fiscal year ending December 29, 2019 as fiscal 2016, fiscal 2017, fiscal 2018 and fiscal 2019, respectively.

*Sprouts Farmers Market*

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**Table of Contents****Corporate Governance****CORPORATE GOVERNANCE****Our Board**

Our business and affairs are overseen by our board of directors, which currently consists of seven members.

**Joseph Fortunato****Career Highlights****Chairman of the Board**

**Age: 66**

**Director since: 2013**

**Chairman since: 2017**

**Committees:**

**Compensation**

**Nominating and**

**Corporate Governance**

Mr. Fortunato has served as an Operating Partner at J.W. Childs Associates, L.P., an operationally focused private equity firm, since January 2017. Mr. Fortunato serves on the board of directors of a number of current J.W. Childs portfolio companies, including Comoto Holdings, Inc. (as Chairman since January 2016), Honors Holdings, LLC (since January 2018), EbLens LLC (since July 2017) and Shoe Sensation (since August 2015). Mr. Fortunato previously served as Chairman of the Board, Chief Executive Officer and President of GNC Holdings, Inc. (NYSE: GNC), a global specialty retailer of health and wellness products, from November 2005 to August 2014 and was a consultant from September 2014 through December 2016. From 1990 to November 2005, Mr. Fortunato served in various executive roles with General Nutrition Companies, Inc., including Senior Executive Vice President and Chief Operating Officer, Executive Vice President of Retail Operations and Store Development and Senior Vice President of Financial Operations. Mr. Fortunato served on the board of directors of Mattress Firm Holding Corp., a retailer of mattresses and bedding-related products, from October 2012 until September 2016.

**Key Board Skills and Qualifications**

Record as an executive of a successful international retail company

Years of financial and operational experience

Experience on the boards of directors of public companies

**Favorite Sprouts Brand Product**

Organic Himalayan Pink Salt and Coconut Oil Popcorn





**Table of Contents****Corporate Governance****Kristen E. Blum****Career Highlights**

Ms. Blum has served as SVP and Chief Information Officer of PepsiCo Latin America since January 2018. In January 2019, Ms. Blum was appointed as Chairperson of The Sprouts Healthy Communities Foundation, our non-profit foundation focused on health and wellness related causes. Ms. Blum also has served as a director of GuideWell Mutual Holding Corp. since May 2018. Ms. Blum previously served PepsiCo as SVP and Chief Information Officer of Global IT Transformation from November 2017 to April 2018, SVP and Chief Information Officer of Frito-Lay from September 2015 to December 2017 and SVP and Chief Information Officer of Commercial Solutions, Innovation, Data and Analytics from July 2013 to September 2015, as well as SVP and Chief Information Officer of Enterprise Solutions from December 2010 to January 2012. Ms. Blum served as EVP and Chief Technology Officer of J.C. Penney Co. Inc. from January 2012 to June 2013 and SVP and Chief Information Officer of Abercrombie & Fitch from March 2006 to October 2010.

**Independent Director****Age: 53****Director since: 2016****Committees:****Audit****Nominating and****Corporate Governance****Key Board Skills and Qualifications**

30+ years of experience in developing strategies and designing information technology solutions in the retail, consumer goods and high-tech industries

Cybersecurity, technology functional leadership and digital transformation

Well-versed in audit and risk management functions

National Association of Corporate Directors Board Fellow

**Favorite Sprouts Brand Product**

Creamy Almond Butter

**Shon A. Boney****Career Highlights**

**Independent Director**

Mr. Boney co-founded our company in 2002 and served as our Vice President and Chief Financial Officer from 2002 to 2005, as Chief Executive Officer from 2005 to August 2012, and Chairman from August 2012 until March 2013. Prior to founding our company, Mr. Boney served in various positions with Henry's Farmers Market ranging from store management to buyer to Director of Information Technology from 1986 to 2001.

**Age: 50**

**Director since: 2002**

**Key Board Skills and Qualifications**

Over 29 years of experience in the grocery industry

Knowledge of our business, operations and strategy

Deep experience in real estate strategy and analysis

**Favorite Sprouts Brand Product**

Chipotle Hummus

*Sprouts Farmers Market*

&nbs