Sprouts Farmers Market, Inc.

Form 4

March 08, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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January 31,

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obligations

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

may continue. See Instruction

1(b).

share

(Print or Type Responses)

Berlinski Donna			2. Issuer Name and Ticker or Trading Symbol Sprouts Farmers Market, Inc. [SFM]					Issuer			
(Last) 5455 EAST 111	(First) (Middle)	3. Date of	f Earliest To Day/Year)				Director _X_ Officer (give toelow)		Owner	
PHOENIX,	(Street) 4. If An Filed(M				ate Origin	al	, - -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu		ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A) or			(D)	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)	
Common Stock, par value \$0.001 per share (1)	03/04/2016			A	1,446	A	\$ 0	6,588	D		
Common Stock, par value \$0.001 per	03/07/2016			S(2)	85	D	\$ 27.9338	6,503 <u>(4)</u>	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)

> 8. I De Sec (In

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 3A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Ye		4. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	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)	\$ 28.21	03/04/2016		A	4,270	<u>(5)</u>	03/04/2023	Common stock, par value \$0.001 per share	4,270

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VP, Controller

Berlinski Donna

5455 EAST HIGH STREET

SUITE 111

PHOENIX, AZ 85054

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Donna Berlinski

03/08/2016

**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).
- Consists of a grant of restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of common (1) stock. These restricted stock units will vest over three years, with one-third vesting on March 4, 2017; one-third vesting on March 4, 2018; and the remaining one-third vesting on March 4, 2019, assuming continued employment through the applicable vest date.
- (2) This transaction was a broker-assisted sale of shares of common stock to satisfy the withholding tax liability incurred upon the vesting of restricted stock units, as mandated by the Issuer's election under its equity incentive plan documents, and does not represent a

Reporting Owners 2

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discretionary trade 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 \$27.93 to \$28.2525 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.
 - Amount includes 3,827 shares of common stock, 1,700 restricted stock units and 976 performance share awards. Each restricted stock unit and performance share award represent the right to receive, upon vesting, one share of common stock. In addition to the shares
- (4) underlying the restricted stock units described in footnote 1 above, the remaining 254 restricted stock units will vest on March 4, 2017, assuming continued employment through such date. The performance share awards will vest over two years, with one-half vesting on March 11, 2017 and the remaining one-half vesting on March 11, 2018, assuming continued employment through such dates.
- (5) These options become exercisable in three equal annual installments on March 4, 2017, March 4, 2018 and 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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