

Maredia Amin N.
Form 4
March 07, 2018

FORM 4

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

OMB APPROVAL

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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)
03/05/2018

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	(D)	Price
Common Stock, par value \$0.001 per share ⁽¹⁾	03/05/2018		A		54,555	A	\$ 0
Common Stock, par value \$0.001 per share	03/05/2018		S ⁽²⁾		8,611	D	\$ 25.2425 ⁽³⁾
Common Stock, par					65,000	I	

By Amin Maredia

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value
\$0.001 per
share

Family
Growth
Fund,
L.P. (5)

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. 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>(6)</u>	03/04/2021	Common stock, par value \$0.001 per share	33,771
Stock Option (right to buy)	\$ 34.33					<u>(6)</u>	03/11/2022	Common stock, par value \$0.001 per share	33,439
Stock Option (right to buy)	\$ 20.98					<u>(6)</u>	08/11/2022	Common stock, par value \$0.001 per share	466,561
Stock Option (right to buy)	\$ 28.21					<u>(7)</u>	03/04/2023	Common stock, par value \$0.001 per share	113,504
Stock Option	\$ 24.48					<u>(8)</u>	08/11/2022	Common stock, par	386,496

(right to
buy)value
\$0.001
per share

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

03/07/2018

__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) Consists of a grant of 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 5, 2019; one-third vesting on March 5, 2020; and the remaining one-third vesting on March 5, 2021, 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, as mandated by the Issuer's election under its equity incentive plan documents, and does not represent a discretionary trade by the reporting person.

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.24 to \$25.4807 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.

(4) Includes, in addition to the 54,555 shares described in Note (1), 87,985 shares of common stock, 104,098 restricted shares and 100,163 performance share awards. Each restricted share and performance share award represent the right to receive, upon vesting, one share of common stock. 61,500 of such restricted shares will vest in two equal quarterly installments at the end of each calendar quarter beginning March 31, 2018 and continuing through June 30, 2018, and the remaining 42,598 restricted shares will vest annually over two years on March 3, 2019 and 2020. 4,318 of such performance share awards will vest on March 11, 2018, and the remaining 95,845 performance shares will vest annually over two years on March 3, 2019 and 2020. All such vestings assume continued employment through such dates.

(5) These shares of common stock are 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.

(6) All such options are presently exercisable.

(7) 75,670 options are presently exercisable; the remaining 37,834 options become exercisable on March 4, 2019.

(8) 276,070 options are presently exercisable; the remaining 110,426 options become exercisable equally on March 31, 2018 and June 30, 2018.

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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