

Maredia Amin N.
Form 4
March 14, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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.

(Last) (First) (Middle)

5455 EAST HIGH STREET, SUITE 111

(Street)

PHOENIX, AZ 85054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Sprouts Farmers Market, Inc. [SFM]

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

03/12/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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

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

| 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.001 per share | 03/12/2018 | | S ⁽¹⁾ | 1,728 D | \$ 25.33 | 345,073 ⁽²⁾ D | |
| Common Stock, par value \$0.001 per share | | | | | 65,000 | I | By Amin Maredia Family Growth Fund, L.P. ⁽³⁾ |

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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 | | | | | (4) | 03/04/2021 | Common stock, par value \$0.001 per share | 33,771 |
| Stock Option (right to buy) | \$ 34.33 | | | | | (4) | 03/11/2022 | Common stock, par value \$0.001 per share | 33,439 |
| Stock Option (right to buy) | \$ 20.98 | | | | | (4) | 08/11/2022 | Common stock, par value \$0.001 per share | 466,561 |
| Stock Option (right to buy) | \$ 28.21 | | | | | (5) | 03/04/2023 | Common stock, par value \$0.001 per share | 113,504 |
| Stock Option (right to buy) | \$ 24.48 | | | | | (6) | 08/11/2022 | Common stock, par value \$0.001 per share | 386,496 |

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

03/14/2018

__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) 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.

(2) Includes 90,575 shares of common stock, 158,653 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. 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, 42,598 will vest annually over two years on March 3, 2019 and 2020, and the remaining 54,555 restricted stock 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.

(3) 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.

(4) All such options are presently exercisable.

(5) 75,670 options are presently exercisable; the remaining 37,834 options become exercisable on March 4, 2019.

(6) 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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