

Sprouts Farmers Market, Inc.

Form 4

November 27, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Boney Shon A.

(Last) (First) (Middle)

11811 N.TATUM BLVD, SUITE
2400

(Street)

PHOENIX, AZ 85028

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Sprouts Farmers Market, Inc. [SFM]

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

11/26/2013

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock, par value \$0.001 per share | 11/26/2013 | | M | | 183,333 | A | \$ 1.0864 183,333 |
| Common stock, par value \$0.001 per share | 11/26/2013 | | M | | 159,922 | A | \$ 3.3255 343,255 |
| Common stock, par | 11/26/2013 | | S | | 343,255 | D | \$ 0 35.7975 |

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value (1)
\$0.001
per share

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) |
|---|--|---|---|--------------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 1.0864 | 11/26/2013 | | M | 183,333 | <u>(2)</u> 05/02/2018 | Common stock, par value \$0.001 per share 183,333 |
| Stock Option (right to buy) | \$ 3.3255 | 11/26/2013 | | M | 159,922 | <u>(3)</u> 05/02/2018 | Common stock, par value \$0.001 per share 159,922 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boney Shon A. 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028 | X | | | |

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Shon A.
Boney

11/27/2013

**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 amount represents the \$37 secondary public offering price per share less the underwriting discount of \$1.2025 per share.
The reporting person is exercising all such options that are presently exercisable. Of such remaining options, 275,001 options become
- (2) exercisable in equal installments at the end of each calendar quarter through through June 30, 2014 and 366,666 options become exercisable at the end of fiscal 2013 or fiscal 2014, provided certain corporate performance targets are met.
- (3) All such options are presently exercisable.

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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