

SPINNER STEVEN

Form 4

September 18, 2018

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SPINNER STEVEN

2. Issuer Name **and** Ticker or Trading  
Symbol  
UNITED NATURAL FOODS INC  
[UNFI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O UNITED NATURAL FOODS,  
INC., 313 IRON HORSE WAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/15/2018

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
President, CEO & Chairman

(Street)  
PROVIDENCE, RI 02908

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

(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 | (A) or (D) | Price               |                                                                                               |                                                          |                                                       |
| Common Stock                    | 09/15/2018                           |                                                    | M <sup>(1)</sup>               |                                                                   | 4,620  | A          | \$ 0 <sup>(2)</sup> | 105,253                                                                                       | D                                                        |                                                       |
| Common Stock                    | 09/15/2018                           |                                                    | F <sup>(1)</sup>               |                                                                   | 2,095  | D          | \$ 33.53            | 103,158                                                                                       | D                                                        |                                                       |
| Common Stock                    | 09/15/2018                           |                                                    | M <sup>(3)</sup>               |                                                                   | 22,640 | A          | \$ 0 <sup>(2)</sup> | 125,798                                                                                       | D                                                        |                                                       |
| Common Stock                    | 09/15/2018                           |                                                    | F <sup>(3)</sup>               |                                                                   | 10,265 | D          | \$ 33.53            | 115,533                                                                                       | D                                                        |                                                       |
| Common Stock                    | 09/17/2018                           |                                                    | M <sup>(4)</sup>               |                                                                   | 6,980  | A          | \$ 0 <sup>(2)</sup> | 122,513                                                                                       | D                                                        |                                                       |

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|              |            |              |       |   |          |         |   |                  |
|--------------|------------|--------------|-------|---|----------|---------|---|------------------|
| Common Stock | 09/17/2018 | <u>F</u> (4) | 3,166 | D | \$ 34.18 | 119,347 | D |                  |
| Common Stock |            |              |       |   |          | 651     | I | See footnote (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. I         |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Unit                      | (6)                                                    | 09/15/2018                           |                                                    | M                              |                                                                                         | 4,620                                                    |     | (7)                                                           | (7)             | Common Stock | 4,620                      |
| Restricted Stock Unit                      | (6)                                                    | 09/15/2018                           |                                                    | M                              |                                                                                         | 22,640                                                   |     | (8)                                                           | (8)             | Common Stock | 22,640                     |
| Restricted Stock Unit                      | (6)                                                    | 09/17/2018                           |                                                    | M                              |                                                                                         | 6,980                                                    |     | (7)                                                           | (7)             | Common Stock | 6,980                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships                    |
|------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                | Director 10% Owner Officer Other |
| SPINNER STEVEN<br>C/O UNITED NATURAL FOODS, INC.<br>313 IRON HORSE WAY<br>PROVIDENCE, RI 02908 | X President, CEO & Chairman      |

## Signatures

Joseph McGrail, Power-of-Attorney,  
in fact 09/18/2018

          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) On September 15, 2018, 4,620 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 2,095 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (2) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.
- (3) On September 15, 2018, 22,640 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 10,265 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (4) On September 17, 2018, 7,506 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 3,166 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (5) Includes 651 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 15, 2018.
- (6) Each restricted stock unit represents the right to receive one share of United Natural Foods, Inc. common stock upon vesting in accordance with the terms of the reporting person's restricted stock unit agreement.
- (7) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.  
The restricted stock units vest as follows: sixty percent (60%) on the first anniversary of the grant date and an additional thirteen and
- (8) 33/100 percent (13.33%) on each succeeding anniversary of the grant date so as to be expired with regard to all restricted stock units on the fourth anniversary of the grant date.

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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