

Sanders Dan J
Form 4
September 12, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sanders Dan J

(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)

09/11/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operations Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock, par value \$0.001 per share	09/11/2018		M	15,117 A	\$ 20.98 58,645	D	
Common Stock, par value \$0.001 per share	09/11/2018		S	15,117 D	\$ 28.9116 43,528 (1)	D	
Common Stock, par	09/11/2018		M	4,812 A	\$ 28.21 48,340	D	

value
\$0.001 per
share

Common
Stock, par

value 09/11/2018

S 4,812 D 28.9116 43,528 ⁽²⁾ D

\$0.001 per
share

\$

(1)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 20.98	09/11/2018		M	15,117	<u>(3)</u> 08/11/2022	Common stock, par value \$0.001 per share	15,117
Stock Option (right to buy)	\$ 28.21	09/11/2018		M	4,812	<u>(4)</u> 03/04/2023	Common stock, par value \$0.001 per share	4,812

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sanders Dan J 5455 EAST HIGH STREET SUITE 111	Chief Operations Officer

PHOENIX, AZ 85054

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Dan J.
Sanders

09/12/2018

__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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.90 to \$28.95 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.

(2) Includes 30,750 shares of restricted stock and 12,778 performance share awards. Each share of restricted stock and performance share awards represents the right to receive, upon vesting, one share of common stock. 23,428 shares of restricted stock will vest evenly over two years on March 3, 2019 and 2020. 814 shares of restricted stock will vest on March 4, 2019. The remaining 6,508 restricted shares 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. The 12,778 performance shares will vest annually over two years on March 3, 2019 and 2020. All such vests assume continued employment through the applicable dates.

(3) All such options are presently exercisable.

(4) The reporting person is exercising options that are presently exercisable. After giving effect to this transaction, the remaining options become exercisable on 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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