

Sprouts Farmers Market, Inc.  
Form 4  
October 17, 2014

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Maredia Amin N.

(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)  
10/15/2014

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 Financial 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) |   |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price   |   |
| Common Stock, par value \$0.001 per share | 10/15/2014                           |  | M                              |   | 52,747  | A  | \$ 1.0864 124,406                                     | D |
| Common Stock, par value \$0.001 per share | 10/15/2014                           |  | S <sup>(1)</sup>               |   | 52,747  | D  | \$ 29.5002 71,659 <sup>(3)</sup>                      | I |
|   | 10/15/2014                           |  | M                              |   | 55,871  | A  | \$ 3.3255 127,530                                     | D |

By Amin Maredia Family Growth Fund, L.P. <sup>(4)</sup>

Common  
Stock, par  
value  
\$0.001 per  
share

Common  
Stock, par  
value  
\$0.001 per  
share

10/15/2014

S<sup>(1)</sup>

55,871

D

\$  
29.5001  
(5)

71,659 <sup>(3)</sup>

I

By Amin  
Maredia  
Family  
Growth  
Fund,  
L.P. <sup>(4)</sup>

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 1.0864  | 10/15/2014                           |  | M                              | 52,747  | <sup>(6)</sup> 09/25/2018                                | Common stock, par value \$0.001 per share                     | 52,747                        |
| Stock Option (right to buy)                | \$ 3.3255  | 10/15/2014                           |  | M                              | 55,871  | <sup>(6)</sup> 09/25/2018                                | Common stock, par value \$0.001 per share                     | 55,871                        |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Maredia Amin N.  
11811 N.TATUM BLVD  
SUITE 2400  
PHOENIX, AZ 85028

Chief Financial Officer

## Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Amin N.  
Maredia

10/17/2014

\_\_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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.  
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.5000 to \$29.5044 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) Consists of 65,000 shares of common stock and 6,659 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 4, 2015; one-third vesting on March 4, 2016; and the remaining one-third vesting on March 4, 2017, assuming continued employment through the applicable vest date.
- (3) The remaining 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.5000 to \$29.5003 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.
- (5) All such options are presently exercisable; excludes an additional 88,771 outstanding options held by the reporting person at various strike prices.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.