

Nielsen James Leroy
 Form 4
 March 07, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Nielsen James Leroy

2. Issuer Name and Ticker or Trading Symbol
 Sprouts Farmers Market, Inc. [SFM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 5455 EAST HIGH STREET, SUITE 111
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & COO

PHOENIX, AZ 85054

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 | (D) | Price |
| Common Stock, par value \$0.001 per share ⁽¹⁾ | 03/05/2018 | | A | | 24,885 | A | \$ 0 |
| Common Stock, par value \$0.001 per share | 03/05/2018 | | S ⁽²⁾ | | 10,551 | D | \$ 25.2428 ⁽³⁾ |
| | | | | | 147,383 ⁽⁴⁾ | D | |

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

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the range set forth in this footnote.

- Includes, in addition to the 24,885 shares described in Note (1) 26,285 shares of common stock, 55,954 restricted shares and 40,259 performance share awards. Each restricted share and performance share award represent the right to receive, upon vesting, one share of
- (4) common stock. 2,601 restricted shares will vest on June 30, 2018, and 53,353 will vest annually over two years on March 3, 2019 and 2020. 4,318 performance share awards will vest on March 11, 2018, and the remaining 35,941 performance shares will vest annually over two years on March 3, 2019 and 2020. All such vests assume continued employment through the applicable dates.

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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