

Fresh Market, Inc.  
Form 4  
March 20, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Duggan Scott F.

(Last) (First) (Middle)  
628 GREEN VALLEY ROAD, SUITE 500  
(Street)

GREENSBORO, NC 27408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Fresh Market, Inc. [TFM]

3. Date of Earliest Transaction (Month/Day/Year)  
03/18/2015

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)  
SVP General Counsel

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code V Amount (D) Price                                                             |                                                          |                                                                 |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------|
|                                 |                           |                                      |                                   |                     |                                    |                                                          |                                                               |      |

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| (Instr. 3)            | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     |              |                     |                    |                 |                                        |  |
|-----------------------|------------------------------------|------------------|------------|---------------------------------------------------------------------|-----|--------------|---------------------|--------------------|-----------------|----------------------------------------|--|
|                       |                                    |                  | Code       | V                                                                   | (A) | (D)          | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |  |
| Performance<br>Shares | (1)                                | 03/18/2015       | D          | (2)                                                                 |     | 2,981<br>(3) | (1)                 | (1)                | Common<br>Stock | 2,981<br>(3)                           |  |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |                           |       |
|-------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                               | Director      | 10% Owner | Officer                   | Other |
| Duggan Scott F.<br>628 GREEN VALLEY ROAD<br>SUITE 500<br>GREENSBORO, NC 27408 |               |           | SVP<br>General<br>Counsel |       |

## Signatures

/s/ Eric Hardin,  
attorney-in-fact

03/20/2015

\_\_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).

Each performance share represents the contingent right to receive one share of common stock of The Fresh Market, Inc. in the event that a performance goal is satisfied. This goal is based on the Company's cumulative earnings per share, on an excluded items basis, over a three

- (1) year performance period ending January 25, 2015. The performance goal was not satisfied by the end date, as defined in the Performance Share Award Agreement attached as Exhibit 10.1 to the Form 8-K filed by The Fresh Market, Inc. on March 21, 2012 ("Performance Share Award Agreement"), and the performance shares were forfeited as of March 18, 2015.
- (2) Under the terms of the Performance Share Award Agreement, the performance shares were forfeited as of March 18, 2015, without converting to common stock.
- (3) Represents maximum award under the Performance Share Award Agreement.
- (4) Total refers to performance shares; excludes other derivative securities beneficially owned as previously disclosed by the Reporting Person.

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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