

Sprouts Farmers Market, Inc.  
 Form 4  
 November 06, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
**Berlinski Donna**  
  
 (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)  
 11/04/2014  
 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)  
 VP, Controller  
 6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock, par value \$0.001 per share | 11/04/2014                           |  | M                              |   | 3,516 A \$ 3.7755   | 11,280   | D                                 |
| Common Stock, par value \$0.001 per share | 11/04/2014                           |  | M                              |   | 9,625 A \$ 6.0145   | 20,905   | D                                 |
| Common Stock, par                         | 11/04/2014                           |  | S <sup>(1)</sup>               |   | 13,141 D \$ 30  | 7,764 <sup>(2)</sup>                                     | D                                 |

value  
\$0.001 per  
share

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

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(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)                | \$ 3.7755  | 11/04/2014                           |  | M                              | 3,516   | <sup>(3)</sup> 07/23/2019                                | Common stock, par value \$0.001 per share                     | 3,516                         |
| Stock Option (right to buy)                | \$ 6.0145  | 11/04/2014                           |  | M                              | 9,625   | <sup>(4)</sup> 07/23/2019                                | Common stock, par value \$0.001 per share                     | 9,625                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| Berlinski Donna<br>11811 N.TATUM BLVD<br>SUITE 2400<br>PHOENIX, AZ 85028 |               |           | VP, Controller |       |

## Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Donna  
Berlinski

11/06/2014

\_\_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.  
Consists of 7,000 shares of common stock and 764 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.
- (2) The reporting person is exercising options that are presently exercisable. Of the remaining options, none are presently exercisable, 4,125 become exercisable in equal installments at the end of each calendar quarter through June 30, 2015 and 5,500 options become exercisable at the end of fiscal 2014 or fiscal 2015, provided certain corporate performance targets are met.
- (3) All such options are presently exercisable.
- (4)

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.