





EXPLANATORY NOTE

Sprouts Farmers Market, Inc. (the “Company”) is hereby amending its Current Report on Form 8-K as furnished to the Securities and Exchange Commission on March 14, 2016 (the “Original Form 8-K”) to correct a clerical error by replacing the Company’s “15% net sales growth” Mid-Term Financial Target on slide 19 of Exhibit 99.1 of the Original Form 8-K with “15%+ net sales growth.” Except for this change on slide 19, no other information in the Original Form 8-K is amended hereby. For convenience, we have included in this Form 8-K/A the complete Exhibit 99.1, as amended.

Item 7.01. Regulation FD Disclosure.

The Company is furnishing this Current Report on Form 8-K in connection with the disclosure of information, in the form of the textual information from a PowerPoint presentation (the “Presentation”) to be used by the Company at various meetings with institutional investors or analysts. This information may be amended or updated at any time and from time to time through another Current Report on Form 8-K, a later company filing or other means. A copy of the Presentation is furnished herewith as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

The information furnished in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

The Company does not have, and expressly disclaims, any obligation to release publicly any updates or any changes in our expectations or any change in events, conditions, or circumstances on which any forward-looking statement in the Presentation is based.

The text of this Current Report on Form 8-K and the attached Presentation is available on the Company’s investor relations website located at [investors.sprouts.com](http://investors.sprouts.com), although the Company reserves the right to discontinue that availability at any time.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit<br>Number | Description  |
|-------------------|--|
| 99.1              | Sprouts<br>Farmers<br>Market, Inc.<br>presentation,<br>dated March<br>2016 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPROUTS FARMERS MARKET, INC.

Date: March 14, 2016 By: /s/ Brandon F. Lombardi  
Name: Brandon F. Lombardi  
Title: Chief Legal Officer and Corporate Secretary

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EXHIBIT INDEX

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