

Fresh Market, Inc.
Form 4
April 27, 2016

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NAYLOR JEFFREY G

(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)
04/22/2016

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)

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	(A) or (D)	Price
Common stock	04/22/2016		U(1)(2)		16,683	D	\$ 28.5
							0
							D

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

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information contained in this form are not
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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)

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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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(3)	04/27/2016		D(4)	2,768	(4)	(4)	Common stock	2,768 \$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NAYLOR JEFFREY G 628 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408	

Signatures

/s/ Eric Hardin,
attorney-in-fact 04/27/2016

__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) Pursuant to the terms of the Agreement and Plan of Merger, dated March 11, 2016, by and among The Fresh Market, Inc., Pomegranate Holdings, Inc., and Pomegranate Merger Sub, Inc. (the "Merger Agreement"), each outstanding share of common stock of The Fresh Market, Inc. at the Effective Time as defined in the Merger Agreement (the "Effective Time") was converted automatically into the right to receive \$28.50 per share, in cash, without interest (the "Merger Consideration").

(2) On March 25, 2016, Pomegranate Merger Sub, Inc. made an offer to purchase each outstanding share of The Fresh Market, Inc.'s common stock for the Merger Consideration (the "Offer"). The shares shown on this line were tendered in the Offer.

(3) Each restricted stock unit ("RSU") represents the right to receive one share of common stock of The Fresh Market, Inc. on the vesting date, provided that the holder of the RSU continues to provide services to The Fresh Market, Inc. or its affiliates through the relevant vesting date.

(4) The RSUs were granted on June 3, 2015 and vest on the earlier of (i) the first anniversary of the grant date and (ii) the first annual meeting of stockholders of The Fresh Market, Inc. after the grant date. Pursuant to the Merger Agreement, each RSU outstanding immediately prior to the Effective Time was canceled and the holder thereof became entitled to receive solely, in full satisfaction of the rights of such holder with respect thereto, a lump-sum cash payment equal to the product of (i) the number of RSUs immediately prior to the Effective Time and (ii) the Merger Consideration.

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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