

Sprouts Farmers Market, Inc.  
 Form 4  
 February 05, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Maredia Amin N.

(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)

02/03/2014

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)  
 Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	02/03/2014		M	19,792 A	\$ 1.0864 229,792	D	
Common Stock, par value \$0.001 per share	02/03/2014		S <sup>(1)</sup>	19,792 D	\$ 35.2956 210,000	D	
Common Stock, par	02/03/2014		M	20,634 A	\$ 3.3255 230,634	D	

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value  
\$0.001 per  
share

Common  
Stock, par  
value 02/03/2014  
\$0.001 per  
share

S<sup>(1)</sup> 20,634 D \$ 35.2956 210,000 D  
(<sup>2</sup>)

Common  
Stock, par  
value 02/04/2014  
\$0.001 per  
share

M 30,624 A \$ 1.0864 240,624 D

Common  
Stock, par  
value 02/04/2014  
\$0.001 per  
share

S<sup>(1)</sup> 30,624 D \$ 35 210,000 D

Common  
Stock, par  
value 02/04/2014  
\$0.001 per  
share

M 31,927 A \$ 3.3255 241,927 D

Common  
Stock, par  
value 02/04/2014  
\$0.001 per  
share

S<sup>(1)</sup> 31,927 D \$ 35 210,000 D

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

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**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
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number



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(4) All such options are presently exercisable.

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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