

Lombardi Brandon F.
Form 4
March 06, 2019

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 *
Lombardi Brandon F.

2. Issuer Name and Ticker or Trading Symbol
Sprouts Farmers Market, Inc. [SFM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5455 EAST HIGH STREET, SUITE 111

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief HR & Legal Officer

(Street)
PHOENIX, AZ 85054

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	03/04/2019		S		18,105	D	\$ 22.95
Common Stock, par value \$0.001 per share ⁽¹⁾	03/04/2019		A		8,003	A	\$ 0
Common Stock, par	03/05/2019		S		867	D	\$ 23.18

value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

03/06/2019 S 2,170 D \$ 22.88 30,442 ⁽²⁾ D

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)	\$ 23.12	03/04/2019		A	12,451	⁽³⁾ 03/04/2026	Common stock, par value \$0.001 per share	12,451

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lombardi Brandon F.
5455 EAST HIGH STREET
SUITE 111
PHOENIX, AZ 85054

Chief HR & Legal Officer

Signatures

/s/ Brandon F.
Lombardi

03/06/2019

__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) Consists of a grant of 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, 2020; one-third vesting on March 4, 2021; and the remaining one-third vesting on March 4, 2022, assuming continued employment through the applicable vest date.
 - (2) Includes, in addition to the 8,003 shares described in Note (1), 16,051 restricted shares and 6,388 performance share awards. Each restricted share and performance share award represents the right to receive, upon vesting, one share of common stock. 11,713 restricted shares will vest on March 3, 2020, and 4,338 restricted shares will vest evenly over two years on March 5, 2020 and March 5, 2021. The 6,388 performance shares will vest on March 3, 2020. All such vests assume continued employment through the applicable dates.
 - (3) These options become exercisable in three equal annual installments on March 4, 2020, March 4, 2021, and March 4, 2022, assuming continued employment through the vest dates.

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.