

Maredia Amin N.
Form 4
July 03, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maredia Amin N.

(Last) (First) (Middle)

5455 EAST HIGH STREET, SUITE
111

(Street)

PHOENIX, AZ 85054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Sprouts Farmers Market, Inc. [SFM]

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

07/02/2018

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 Executive 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 | 07/02/2018 | | S ⁽¹⁾ | 12,303 D | \$ 22.03 | 293,211 ⁽²⁾ | D |
| Common Stock, par value \$0.001 per share | | | | | 65,000 | I | By Amin Maredia Family Growth Fund, L.P. ⁽³⁾ |

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

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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)

| 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. Pri Deriv Secur (Instr | |
|---|---|---|---|---|---|--|-----|---|--------------------|---|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 39.01 | | | | | | | <u>(4)</u> | 03/04/2021 | Common stock, par value \$0.001 per share | 33,771 |
| Stock Option (right to buy) | \$ 34.33 | | | | | | | <u>(4)</u> | 03/11/2022 | Common stock, par value \$0.001 per share | 33,439 |
| Stock Option (right to buy) | \$ 24.48 | | | | | | | <u>(4)</u> | 08/11/2022 | Common stock, par value \$0.001 per share | 386,496 |
| Stock Option (right to buy) | \$ 20.98 | | | | | | | <u>(4)</u> | 08/11/2022 | Common stock, par value \$0.001 per share | 466,561 |
| Stock Option (right to buy) | \$ 28.21 | | | | | | | <u>(5)</u> | 03/04/2023 | Common stock, par value \$0.001 per share | 113,504 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Maredia Amin N. 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054 | X | | Chief Executive Officer | |

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Amin N.
Maredia

07/03/2018

__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) This transaction was a broker-assisted sale of shares of common stock to satisfy the withholding tax liability incurred upon the vesting of restricted stock, as mandated by the Issuer's election under its equity incentive plan documents, and does not represent a discretionary trade by the reporting person.

(2) Includes 100,213 shares of common stock, 97,153 restricted shares and 95,845 performance share awards. Each restricted share and performance share award represents the right to receive, upon vesting, one share of common stock. 42,598 of such restricted shares will vest annually over two years on March 3, 2019 and 2020, and the remaining 54,555 restricted shares will vest annually over three years, with one-third vesting on March 5, 2019; one-third vesting on March 5, 2020; and the remaining one-third vesting on March 5, 2021. The performance share awards will vest annually over two years on March 3, 2019 and 2020. All such vestings assume continued employment through such dates.

(3) These shares of common stock are held by Amin Maredia Family Growth Fund, L.P., an entity established by the reporting person for estate planning purposes. The reporting person (i) may be deemed to have beneficial ownership of the shares owned of record thereby, and (ii) has shared voting and investment power with respect to such shares.

(4) All such options are presently exercisable.

(5) 75,670 options are presently exercisable; the remaining 37,834 options become exercisable on March 4, 2019.

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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