

Sprouts Farmers Market, Inc.
Form SC 13G/A
February 12, 2016

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

SCHEDULE 13G

(Amendment No. 2)*

Under the Securities Exchange Act of 1934

SPROUTS FARMERS MARKET, INC.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

85208M102

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 85208M102

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

AP Sprouts Holdings, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power
0 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
0.0%

12 Type of Reporting Person (See Instructions)
OO

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CUSIP No. 85208M102

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

AP Sprouts Holdings (Overseas), L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

5	Sole Voting Power
6	Shared Voting Power 0 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 0 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
0.0%

12 Type of Reporting Person (See Instructions)
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CUSIP No. 85208M102

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

AP Sprouts Holdings (Overseas) GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

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4 Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

5	Sole Voting Power
6	Shared Voting Power 0 shares of Common Stock
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8	Shared Dispositive Power 0 shares of Common Stock

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CUSIP No. 85208M102

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Investment Fund VI, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

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0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power
0 shares of Common Stock

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1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Advisors VI, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

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4 Citizenship or Place of Organization
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 0 shares of Common Stock
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1 Name of Reporting Persons.
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Apollo Capital Management VI, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

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Delaware

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Number of
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Beneficially
Owned by
Each
Reporting
Person With:

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1 Name of Reporting Persons.
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Apollo Principal Holdings I, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
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Delaware

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1 Name of Reporting Persons.
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Apollo Principal Holdings I GP, LLC

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Apollo Management VI, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

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1 Name of Reporting Persons.
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AIF VI Management, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

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Delaware

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Apollo Management GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

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Delaware

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1 Name of Reporting Persons.
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Apollo Management Holdings, L.P.

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Apollo Management Holdings GP, LLC

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11 Percent of Class Represented by Amount in Row (9)
0.0%

12 Type of Reporting Person (See Instructions)
OO

Item 1.

- (a) Name of Issuer
Sprouts Farmers Market, Inc.
- (b) Address of Issuer's Principal Executive Offices
5455 E. High Street, Suite 111

Phoenix, Arizona 85054

Item 2.

- (a) Name of Person Filing

This statement is filed by (i) AP Sprouts Holdings, LLC (Sprouts LLC), (ii) AP Sprouts Holdings (Overseas), L.P. (Sprouts Overseas), (iii) AP Sprouts Holdings (Overseas) GP, LLC (Sprouts Overseas GP) (iv) Apollo Investment Fund VI, L.P. (AIF VI), (v) Apollo Advisors VI, L.P. (Advisors VI), (vi) Apollo Capital Management VI, LLC (ACM VI), (vii) Apollo Principal Holdings I, L.P. (Principal I), (viii) Apollo Principal Holdings I GP, LLC (Principal I GP), (ix) Apollo Management VI, L.P. (Management VI), (x) AIF VI Management, LLC (AIF VI LLC), (xi) Apollo Management, L.P. (Apollo Management), (xii) Apollo Management GP, LLC (Apollo Management GP), (xiii) Apollo Management Holdings, L.P. (Management Holdings), and (xiv) Apollo Management Holdings GP, LLC (Management Holdings GP). Sprouts, LLC, Sprouts Overseas, Sprouts Overseas GP, AIF VI, Advisors VI, ACM VI, Principal I, Principal I GP, Management VI, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP are collectively referred to herein as the Reporting Persons.

- (b) Address of Principal Business Office or, if none, Residence
The principal office of Sprouts, LLC, Sprouts Overseas, Sprouts Overseas GP, AIF VI, Advisors VI, ACM VI, Principal I and Principal I GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal office of each of Management VI, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP is 9 West 57th Street, New York, New York 10019.
- (c) Citizenship
Sprouts Overseas, AIF VI, Advisors VI, Principal I, Management VI, Apollo Management and Management Holdings are each Delaware limited partnerships. Sprouts LLC, Sprouts Overseas GP, ACM VI, Principal I GP, AIF VI LLC,

- Apollo Management GP and Management Holdings GP are each Delaware limited liability companies.
- (d) Title of Class of Securities
Common stock, par value \$0.001 (the Common Stock).
- (e) CUSIP Number
85208M102

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

Sprouts LLC:	0 shares of Common Stock
Sprouts Overseas:	0 shares of Common Stock
Sprouts Overseas GP:	0 shares of Common Stock
AIF VI:	0 shares of Common Stock
Advisors VI:	0 shares of Common Stock
ACM VI:	0 shares of Common Stock
Principal I:	0 shares of Common Stock
Principal I GP:	0 shares of Common Stock
Management VI:	0 shares of Common Stock
AIF VI LLC:	0 shares of Common Stock
Apollo Management:	0 shares of Common Stock
Apollo Management GP:	0 shares of Common Stock
Management Holdings:	0 shares of Common Stock
Management Holdings GP:	0 shares of Common Stock

Sprouts LLC, Sprouts Overseas, Sprouts Overseas GP, AIF VI, Advisors VI, ACM VI, Principal I, Principal I GP, Management VI, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, the managers of Principal I GP, and the managers, as well as executive officers, of Management Holdings GP, each disclaim beneficial ownership of all shares of Common Stock included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(b) Percent of class:

Sprouts LLC:	0.0%
Sprouts Overseas:	0.0%
Sprouts Overseas GP:	0.0%
AIF VI:	0.0%
Advisors VI:	0.0%
ACM VI:	0.0%
Principal I:	0.0%
Principal I GP:	0.0%

Management VI:	0.0%
AIF VI LLC:	0.0%
Apollo Management:	0.0%
Apollo Management GP:	0.0%
Management Holdings:	0.0%
Management Holdings GP:	0.0%
(c) Number of shares as to which the person has:	

(i) Sole power to vote or to direct the vote:

0 for all Reporting Persons.

(ii) Shared power to vote or to direct the vote:

Sprouts LLC:	0 shares of Common Stock
Sprouts Overseas:	0 shares of Common Stock
Sprouts Overseas GP:	0 shares of Common Stock
AIF VI:	0 shares of Common Stock
Advisors VI:	0 shares of Common Stock
ACM VI:	0 shares of Common Stock
Principal I:	0 shares of Common Stock
Principal I GP:	0 shares of Common Stock
Management VI:	0 shares of Common Stock
AIF VI LLC:	0 shares of Common Stock
Apollo Management:	0 shares of Common Stock
Apollo Management GP:	0 shares of Common Stock
Management Holdings:	0 shares of Common Stock
Management Holdings GP:	0 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of:

0 for all Reporting Persons.

(iv) Shared power to dispose or to direct the disposition of:

Sprouts LLC:	0 shares of Common Stock
Sprouts Overseas:	0 shares of Common Stock
Sprouts Overseas GP:	0 shares of Common Stock
AIF VI:	0 shares of Common Stock
Advisors VI:	0 shares of Common Stock
ACM VI:	0 shares of Common Stock
Principal I:	0 shares of Common Stock
Principal I GP:	0 shares of Common Stock
Management VI:	0 shares of Common Stock
AIF VI LLC:	0 shares of Common Stock
Apollo Management:	0 shares of Common Stock
Apollo Management GP:	0 shares of Common Stock
Management Holdings:	0 shares of Common Stock
Management Holdings GP:	0 shares of Common Stock

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2016

AP SPROUTS HOLDINGS, LLC

By: Apollo Management VI, L.P.
its manager

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AP SPROUTS HOLDINGS (OVERSEAS), L.P.

By: AP Sprouts Holdings (Overseas) GP, LLC
its general partner

By: Apollo Management VI, L.P.
its manager

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AP SPROUTS HOLDINGS (OVERSEAS) GP, LLC

By: Apollo Management VI, L.P.
its manager

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P.
its general partner

By: Apollo Capital Management VI, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President