

Sprouts Farmers Market, Inc.  
 Form 4  
 November 27, 2013

**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 \*  
 Nielsen James Leroy

(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)  
 11/26/2013

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 Operating 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common stock, par value \$0.001 per share | 11/26/2013                           |  | M                              |   | 45,833  | A  | \$ 1.0864   |
| Common stock, par value \$0.001 per share | 11/26/2013                           |  | M                              |   | 57,144  | A  | \$ 3.3255   |
| Common stock, par value \$0.001 per share | 11/26/2013                           |  | S                              |   | 102,977   | D  | \$ 35.7975  |
|   |                                      |  |                                |   | 46,833  | D  |   |
|   |                                      |  |                                |   | 103,977   | D  |   |
|   |                                      |  |                                |   | 1,000   | D  |   |

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value (1)  
 \$0.001  
 per share

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 of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 1.0864  | 11/26/2013                           |  | M                              | 45,833  | <u>(2)</u> 05/02/2018                                    | Common stock, par value \$0.001 per share                     | 45,833                        |
| Stock Option (right to buy)                | \$ 3.3255  | 11/26/2013                           |  | M                              | 57,144  | <u>(3)</u> 05/02/2018                                    | Common stock, par value \$0.001 per share                     | 57,144                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Nielsen James Leroy<br>11811 N.TATUM BLVD<br>SUITE 2400<br>PHOENIX, AZ 85028 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Brandon F. Lombardi, Attorney-in-fact for James Leroy Nielsen 11/27/2013

\_\_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 amount represents the \$37 secondary public offering price per share less the underwriting discount of \$1.2025 per share.

The reporting person is exercising all such options that are presently exercisable. Of such remaining options, 68,751 options become exercisable in equal installments at the end of each calendar quarter through through June 30, 2014 and 91,666 options become exercisable at the end of fiscal 2013 or fiscal 2014, provided certain corporate performance targets are met.

(3) 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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