

Fresh Market, Inc.
Form 4/A
November 06, 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 *
Short Jeffrey B.

(Last) (First) (Middle)
628 GREEN VALLEY ROAD, SUITE 500
(Street)

GREENSBORO, NC 27408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Fresh Market, Inc. [TFM]

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2013

4. If Amendment, Date Original Filed (Month/Day/Year)
03/22/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
VP-Controller (PAO)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common stock	01/02/2013		J ⁽¹⁾	V 26.26 A \$ 45.69	710.8	D	
Common stock ⁽²⁾	03/21/2013		M ⁽³⁾	198 A \$ 0	908.8	D	
Common stock ⁽²⁾	03/21/2013		F	77 D \$ 0	831.8	D	

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

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number.

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Options to purchase	\$ 42.65	03/20/2013		A	3,731	(4) (5)	Common stock	3,731
Performance Share Units	(7)	03/20/2013		A	1,055	(7) (7)	Common stock	1,055
2013 Restricted Stock Units (2)	(8)	03/20/2013		A	1,055	(9) (9)	Common stock	1,055
2012 Restricted Stock Units (2)	(8)	03/21/2013		M	198	(9) (9)	Common stock	198

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Short Jeffrey B. 628 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408			VP-Controller (PAO)	

Signatures

/s/ Eric Hardin,
attorney-in-fact

11/06/2013

**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).

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- (1) This purchase was made pursuant to The Fresh Market, Inc. Employee Stock Purchase Plan.

This Form 4/A is being filed to amend the Form 4 filed March 22, 2013 to show (1) that restricted stock units (as reported in Table II of this Form 4/A) were granted on March 20, 2013 (2013 RSUs), rather than restricted stock as incorrectly reported in Table I of the Form 4 filed March 22, 2013; and (2) that 198 restricted stock units granted on March 21, 2012 (2012 RSUs) vested and converted to common stock, less shares withheld to satisfy tax obligations, on March 21, 2013, which information was inadvertently omitted from the Form 4 filed March 22, 2013.
- (2) Represents the vesting of approximately 25% of the restricted stock units granted to the reporting person on March 21, 2012 (2012 RSUs). Such 2012 RSUs were previously reported on Form 3 filed December 17, 2012.
- (3) The options will vest in 25% increments on the first, second, third, and fourth anniversaries of the grant date.
- (4) The options expire upon the earlier of (a) the tenth anniversary of the date of the grant and (b) three months after the holder of the option terminates employment with The Fresh Market, subject to provisions for termination for cause, retirement, death, and disability.
- (5) Includes options to purchase 7,708 shares at an exercise price of \$22.00, options to purchase 3,200 shares at an exercise price of \$41.41, options to purchase 4,045 shares at an exercise price of \$47.17, and options to purchase 3,731 shares at an exercise price of \$42.65.

The performance share units (PSU's) represent the contingent right to receive shares of common stock of The Fresh Market, Inc. in the event that certain performance goals are satisfied. The number of PSU's stated above represents the target amount of shares of common stock that may be received; the actual number of shares may be higher or lower than the target depending on the extent to which the threshold and target performance goals are met or exceeded. The performance goals are based on the Company's cumulative earnings per share, on an excluded items basis, over a three year performance period ending January 31, 2016. The PSU's include the right to have shares withheld to satisfy tax withholding obligations upon vesting.
- (6) Each 2012 RSU and 2013 RSU represents the right to receive one share of common stock of The Fresh Market, Inc. on the vesting date, provided that the holder of the RSU remains employed by The Fresh Market, Inc. or its affiliates through the relevant vesting date, subject to provisions for death, disability, retirement, and change of control. RSUs include the right to have shares withheld to satisfy tax withholding obligations upon vesting.
- (7) The RSUs vest in 25% increments on the first, second, third and fourth anniversaries of the grant date.
- (8) Does not include 852 2010 RSUs or 794 2012 RSU's, which may have different vesting schedules and/or expiration provisions, as previously reported on Form 3 filed December 17, 2012.
- (9) Does not include 852 2010 RSUs or 1,055 2013 RSU's, which may have different vesting schedules and/or expiration provisions, as previously reported on Form 3 filed December 17, 2012 and on this Form 4/A.

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.