

Frumkin Theodore Edward II
Form 4
November 21, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Frumkin Theodore Edward II

(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)

11/19/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Development Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	11/19/2018		M	23,333 A	\$ 6.9155 58,265	D	
Common Stock, par value \$0.001 per share	11/19/2018		M	30,000 A	\$ 20.98 88,265	D	
Common Stock, par	11/19/2018		S ⁽¹⁾	53,333 D	\$ 34,932 ⁽³⁾ 27.5173	D	

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value
\$0.001 per
share

(2)

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)	\$ 6.9155	11/19/2018		M	23,333	(4) 12/21/2019	Common stock, par value \$0.001 per share	23,333
Stock Option (right to buy)	\$ 20.98	11/19/2018		M	30,000	(4) 08/11/2022	Common stock, par value \$0.001 per share	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Frumkin Theodore Edward II 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054	Chief Development Officer

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Theodore E.
Frumkin

11/21/2018

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.99 to \$27.74 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Includes 9,361 shares of common stock, 15,668 shares of restricted stock, and 9,903 performance share awards. Each restricted stock unit and performance share award represents the right to receive, upon vesting, one share of common stock. 9,903 shares of restricted stock will vest annually over two years on March 3, 2019, and 2020; 788 shares of restricted stock will vest on March 4, 2019; and the remaining 4,977 will vest 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 shares will vest annually over two years on March 3, 2019 and 2020. All such vests assume continued employment through the applicable dates.

(4) 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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