

Boney Shon A.
Form 4
January 31, 2018

FORM 4

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

OMB APPROVAL

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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 *
Boney Shon A.

2. Issuer Name and Ticker or Trading Symbol
Sprouts Farmers Market, Inc. [SFM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
5455 EAST HIGH STREET, SUITE 111

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2018

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

(Street)
PHOENIX, AZ 85054

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 01/29/2018 | | M | | 75,442 | A | \$ 3.3255 |
| Common Stock, par value \$0.001 per share | 01/29/2018 | | S ⁽¹⁾ | | 75,442 | D | \$ 28.0145 |
| Common Stock, par value \$0.001 per share | 01/29/2018 | | M | | 148,810 | A | \$ 1.0864 |

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value
\$0.001
per share

Common
Stock, par
value 01/29/2018
\$0.001
per share

S⁽¹⁾ 148,810 D \$ 28.0145 1,370 D
(²)

Common
Stock, par
value 01/30/2018
\$0.001
per share

M 61,314 A \$ 1.0864 62,684 D

Common
Stock, par
value 01/30/2018
\$0.001
per share

S⁽¹⁾ 61,314 D \$ 28.0093 1,370 D
(³)

Common
Stock, par
value 01/31/2018
\$0.001
per share

M 96,945 A \$ 1.0864 98,315 D

Common
Stock, par
value 01/31/2018
\$0.001
per share

S⁽¹⁾ 96,945 D \$ 28.1037 1,370 ⁽⁵⁾ D
(⁴)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |

| Option Type | Exercise Price | Grant Date | Expiration Date | Exercise Frequency | Number of Shares | Contract Type | Expiration Date | Common stock, par value | Number of Shares |
|-----------------------------|----------------|------------|-----------------|--------------------|------------------|---------------|-----------------|-------------------------|------------------|
| Stock Option (right to buy) | \$ 3.3255 | 01/29/2018 | | M | 75,442 | (6) | 05/02/2018 | \$0.001 per share | 75,442 |
| Stock Option (right to buy) | \$ 1.0864 | 01/29/2018 | | M | 148,810 | (6) | 05/02/2018 | \$0.001 per share | 148,810 |
| Stock Option (right to buy) | \$ 1.0864 | 01/30/2018 | | M | 61,314 | (6) | 05/02/2018 | \$0.001 per share | 61,314 |
| Stock Option (right to buy) | \$ 1.0864 | 01/31/2018 | | M | 96,945 | (6) | 05/02/2018 | \$0.001 per share | 96,945 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boney Shon A. 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054 | X | | | |

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Shon Boney 01/31/2018

__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.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.06 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.05 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.

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(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.2528 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.

(5) Includes 914 shares of common stock and 456 restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of common stock. The restricted stock units will vest on November 10, 2018, assuming continued service through the vest date.

(6) 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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