

Sprouts Farmers Market, Inc.
 Form 3
 July 31, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Sanders James Douglas | | (Month/Day/Year) | Sprouts Farmers Market, Inc. [SFM] | |
| (Last) | (First) | (Middle) | 07/31/2013 | |
| 11811 N.TATUM | | | | |
| BLVD,Â SUITE 2400 | | | | |
| (Street) | | | | |
| PHOENIX,Â AZÂ 85028 | | | | |
| (City) | (State) | (Zip) | | |
| 1. Title of Security | | 2. Amount of Securities Beneficially Owned | 3. Ownership Form: | 4. Nature of Indirect Beneficial Ownership |
| (Instr. 4) | | (Instr. 4) | Direct (D) or Indirect (I) | (Instr. 5) |
| | | | (Instr. 5) | |

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

| Option Type | Option # | Grant Date | Common stock, par value \$0.001 per share (| Quantity | Exercise Price | Term | Notes |
|-----------------------------|----------|------------|---|-----------|----------------|------|-------|
| Stock Option (right to buy) | Â (1) | 05/02/2018 | Common stock, par value \$0.001 per share (| 1,203,125 | \$ 3.3255 | D | Â |
| Stock Option (right to buy) | Â (1) | 05/02/2018 | Common Stock | 80,208 | \$ 1.0864 | D | Â |
| Stock Option (right to buy) | Â (2) | 05/02/2018 | Common Stock | 320,833 | \$ 1.0864 | D | Â |
| Stock Option (right to buy) | Â (3) | 05/02/2018 | Common Stock | 320,834 | \$ 1.0864 | D | Â |
| Stock Option (right to buy) | Â (1) | 08/23/2019 | Common Stock | 68,750 | \$ 6.0145 | D | Â |
| Stock Option (right to buy) | Â (1) | 08/23/2019 | Common Stock | 11,458 | \$ 3.7755 | D | Â |
| Stock Option (right to buy) | Â (4) | 08/23/2019 | Common Stock | 103,125 | \$ 3.7755 | D | Â |
| Stock Option (right to buy) | Â (5) | 08/23/2019 | Common Stock | 91,667 | \$ 3.7755 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sanders James Douglas 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028 | Â | Â | Â Chief Executive Officer | Â |

Signatures

Brandon F. Lombardi, Attorney-in-Fact for James Douglas Sanders 07/31/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Presently exercisable

(2) Options become exercisable in equal installments at the end of each calendar quarter through June 30, 2014.

(3) Options may vest at the end of fiscal 2013 or fiscal 2014, provided certain corporate performance targets are met.

(4) Options become exercisable in equal installments at the end of each calendar quarter through September 30, 2015.

(5) Options vest at the end of fiscal 2013, fiscal 2014 or fiscal 2015, provided certain corporate performance targets are met.

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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