Gensch Shawn R
Form 4
March 06, 2019

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 *
Gensch Shawn R

(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)
03/04/2019

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 Customer 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.001 per share	03/04/2019		S(1)		2,509	D	$ 22.9508 (2)	22,917	D	
Common Stock, par value $0.001 per share (3)	03/04/2019		A		6,276	A	$ 0	29,193	D	
Common Stock, par	03/05/2019		S(1)		260	D	$ 23.18	28,933	D	

value $0.001 per share									
Common Stock, par value $0.001 per share	03/06/2019		S(1)	541	D	$ 22.881 (4)	28,392 (5)	D	

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. D Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	$ 23.12	03/04/2019		A		9,764		(6)	03/04/2026	Common stock, par value $0.001 per share	9,764	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gensch Shawn R 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054			Chief Customer Officer	

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Shawn R. Gensch	03/06/2019
**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 transaction was a broker-assisted sale of shares of common stock to satisfy the withholding tax liability incurred upon the vesting of restricted stock units, as mandated by the Issuer's election under its equity incentive plan documents, and does not represent a discretionary trade 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 $22.95 to $23.1345 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)	Consists of a grant of restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of common stock. These restricted stock units will vest over three years, with one-third vesting on March 4, 2020; one-third vesting on March 4, 2021; and the remaining one-third vesting on March 4, 2022, assuming continued employment through the applicable vest date.
(4)	The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $22.88 to $23.0575 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, in addition to the 6,276 shares described in Note (3), 10,532 shares of common stock, 6,073 restricted shares, and 5,511 performance share awards. Each restricted share and performance share award represents the right to receive, upon vesting, one share of common stock. 2,449 restricted shares will vest on March 3, 2020, and 3,624 restricted shares will vest evenly over two years on March 5, 2020 and March 5, 2021. The 5,511 performance shares will vest on March 3, 2020. All such vests assume continued employment through the applicable dates.
(6)	These options become exercisable in three equal annual installments on March 4, 2020, March 4, 2021, and March 4, 2022, assuming continued employment through the vest dates.

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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