

Sprouts Farmers Market, Inc.  
 Form 3  
 October 11, 2016

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

OMB APPROVAL  
 OMB Number: 3235-0104  
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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 Dan J		(Month/Day/Year)	Sprouts Farmers Market, Inc. [SFM]	
(Last)	(First)	(Middle)	10/01/2016	
5455 EAST HIGH STREET, Â SUITE 111			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PHOENIX, Â AZ Â 85054			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer (give title below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Chief Operations Officer	<input type="checkbox"/> 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)
Common Stock, par value \$0.001 per share <sup>(1)</sup>	2,443	D	Â

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

SEC 1473 (7-02)

**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.**

**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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock Option (right to buy)	Â (2)	08/11/2022	Common stock, par value \$0.001 per share 36,278	\$ 20.98 D Â
Stock Option (right to buy)	Â (3)	03/04/2023	Common stock, par value \$0.001 per share 7,217	\$ 28.21 D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanders Dan J 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054	Â	Â	Â Chief Operations Officer	Â

## Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Dan J. Sanders  
 10/11/2016  
 \*\*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).
- Consists of restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of common stock.
- (1) These restricted stock units will vest over three years, with one-third vesting on March 4, 2017; one-third vesting on March 4, 2018; and the remaining one-third vesting on March 4, 2019, assuming continued employment through the applicable vest date.
  - (2) These options become exercisable in twelve equal quarterly installments at the end of each calendar quarter beginning September 30, 2015 and continuing through June 30, 2018.
  - (3) These options become exercisable in three equal annual installments on March 4, 2017, March 4, 2018 and March 4, 2019.

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### Remarks:

The reporting person was promoted to Chief Operations Officer of the issuer effective October 1, 2019.

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.