

Sprouts Farmers Market, Inc.
 Form 4/A
 May 25, 2016

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 *
 Maredia Amin N.

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)
 08/11/2015

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

Chief Executive Officer

(Street)
 PHOENIX, AZ 85054

4. If Amendment, Date Original Filed (Month/Day/Year)
 08/13/2015

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 20.98	08/11/2015		466,561 <u>(1)</u>	A				<u>(2)</u>	08/11/2022	Common stock, par value \$0.001 per share	466,561

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maredia Amin N. 5455 EAST HIGH STREET SUITE 111 PHOENIX, AZ 85054	X		Chief Executive Officer	

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Amin N. Maredia 05/25/2016

__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).

Reflects a reduction of 733,439 stock options, the excess portion of stock options purportedly granted to the reporting person on August 11, 2015 in connection with the reporting person's promotion to Chief Executive Officer, which excess portion has been determined to have been in excess of annual plan limits and thus null and void.

- (1) 100,000 options vested and became exercisable at the end of each calendar quarter beginning September 30, 2015 through March 31, 2016.
- (2) 100,000 options will vest and become exercisable on June 30, 2016, and the remaining 66,561 options will vest and become exercisable on September 30, 2016.

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.