

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 *

Â Nielsen James Leroy

(Last) (First) (Middle)

11811 N.TATUM
BLVD,Â SUITE 2400

(Street)

PHOENIX,Â AZÂ 85028

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/31/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Chief Operating Officer

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

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 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)

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

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)

(Instr. 5)

Stock Option (right to buy)	Â <u>(1)</u>	05/02/2018	Common stock, par value \$0.001 per share (	343,750	\$ 3.3255	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	05/02/2018	Common Stock	22,917	\$ 1.0864	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	05/02/2018	Common Stock	91,667	\$ 1.0864	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	05/02/2018	Common Stock	91,666	\$ 1.0864	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nielsen James Leroy 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028	Â	Â	Â Chief Operating Officer	Â

Signatures

Brandon F. Lombardi, Attorney-in-Fact for James Leroy Nielsen

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 vest at the end of fiscal 2013 or fiscal 2014, 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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