

Dissinger Todd
 Form 3/A
 August 09, 2018

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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Dissinger Todd</p> <p>(Last) (First) (Middle)</p> <p>C/O NATURAL GROCERS BY VITAMIN COTTAGE,Â 12612 WEST ALAMEDA PARKWAY</p> <p>(Street)</p> <p>LAKewood,Â COÂ 80228</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Natural Grocers by Vitamin Cottage, Inc. [NGVC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>01/03/2018</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

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 | 4,484 | D | Â |

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------------|------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Restricted Stock Units <u>(1)</u> | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 5,406 | \$ <u>(1)</u> | D | Â |
| Restricted Stock Units <u>(1)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 8,100 | \$ <u>(1)</u> | D | Â |
| Restricted Stock Units <u>(1)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 60,066 | \$ <u>(1)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dissinger Todd C/O NATURAL GROCERS BY VITAMIN COTTAGE 12612 WEST ALAMEDA PARKWAY LAKEWOOD,Â COÂ 80228 | Â | Â | Â Chief Financial Officer | Â |

Signatures

/s/ Kemper Isely, by Power of Attorney
Date: 08/09/2018

__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) Each restricted stock unit represents a contingent right to receive one share of NGVC common stock.
- (2) 1,802 of these restricted stock units will vest on each of August 13, 2018, 2019 and 2020.
- (3) 1,620 of these restricted stock units will vest on each of November 1, 2018, 2019, 2020, 2021 and 2022.
- (4) 12,013 of these restricted stock units will vest on each of January 2, 2019, 2020, 2021 and 2022 and 12,014 of these restricted stock units will vest on January 2, 2023; provided, however, that all such restricted stock units that are unvested will become fully vested upon the occurrence of a change in control affecting the Company.

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Remarks:

TheÂ originalÂ FormÂ 3Â filedÂ onÂ JanuaryÂ 3,Â 2018Â isÂ amendedÂ byÂ thisÂ FormÂ 3Â amendmentÂ toÂ correctl

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.