

Sprouts Farmers Market, Inc.
 Form 424B7
 November 12, 2014
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Filed Pursuant to Rule 424(b)(7)
 Registration No. 333-198039

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Number of Shares to be Registered (1)	Maximum		Amount of Registration Fee (3)
		Offering Price per Share (2)	Maximum Aggregate Offering Price (2)	
Common Stock, \$0.001 par value per share	17,250,000	\$29.75	\$513,187,500	\$59,632.39

- (1) Assumes exercise in full of the underwriter's option to purchase additional shares.
- (2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended. The offering price per share and aggregate offering price are based on the average of the high and low selling prices of the Common Stock on November 11, 2014, as reported on the NASDAQ Global Select Market.
- (3) This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in the Company's Registration Statement on Form S-3 (File No. 333-198039) in accordance with Rules 456(b) and 457(r) under the Securities Act.

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PROSPECTUS SUPPLEMENT

TO PROSPECTUS DATED AUGUST 11, 2014

15,000,000 Shares

Common Stock

The selling stockholders of Sprouts Farmers Market, Inc. identified in this prospectus supplement are offering shares of our common stock. We are not selling any shares in this offering and will not receive any of the proceeds. We will bear all of the offering expenses other than the underwriting discounts and commissions.

Our common stock is listed on the NASDAQ Global Select Market under the symbol SFM. On November 7, 2014, the last reported sale price of our common stock was \$31.70 per share.

The underwriter has agreed to purchase shares of common stock from the selling stockholders at a price of \$29.38 per share, which will result in \$440.7 million of aggregate proceeds to the selling stockholders. The underwriter may offer the common stock from time to time for sale in one or more transactions on the NASDAQ Global Select Market, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. We have agreed to reimburse the underwriters for certain FINRA-related expenses. See Underwriting.

The underwriter has the option to purchase up to an additional 2,250,000 shares from the selling stockholders at \$29.38 per share. The underwriter may exercise that option for 30 days.

Investing in our common stock involves risks. See Risk Factors beginning on page S-9 of this prospectus supplement, as well as those contained in the accompanying prospectus and the documents incorporated herein and therein, for a discussion of factors you should consider before buying shares of our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriter expects to deliver the shares of common stock against payment in New York, New York on or about November 14, 2014.

UBS Investment Bank

Prospectus Supplement dated November 10, 2014

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None of us, the selling stockholders, or the underwriter has authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectuses we have prepared. We, the selling stockholders and the underwriter take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement and the accompanying prospectus is an offer to sell only the shares of common stock offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus is current only as of its respective date.

Persons who come into possession of this prospectus supplement, the accompanying prospectus and any such free writing prospectus in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of this prospectus supplement, the accompanying prospectus and any such free writing prospectus applicable to that jurisdiction.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document has two parts, a prospectus supplement and an accompanying prospectus dated August 11, 2014. This prospectus supplement and the accompanying prospectus are part of an automatic shelf registration statement that we filed with the Securities and Exchange Commission (referred to as the SEC) as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended (referred to as the Securities Act). Under the automatic shelf registration process, the selling stockholders named in one or more prospectus supplements may offer and sell, from time to time, shares of our common stock.

The accompanying prospectus provides you with a general description of the common stock any selling stockholder may offer. This prospectus supplement contains specific information about the terms of this offering of shares of our common stock. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to this offering. This prospectus supplement and any related free writing prospectus may also add to, update or change information contained in the accompanying prospectus or in any documents that we have incorporated by reference into this prospectus supplement or the accompanying prospectus and, accordingly, to the extent inconsistent, information in the accompanying prospectus is superseded by the information in this prospectus supplement or any related free writing prospectus.

This prospectus supplement and the accompanying prospectus do not contain all of the information included in the registration statement. The registration statement filed with the SEC includes or incorporates by reference exhibits that provide more details about the matters discussed in this prospectus supplement and the accompanying prospectus. You should carefully read this prospectus supplement, the accompanying prospectus and the related exhibits filed with the SEC, together with the additional information described below under the headings Where You Can Find Additional Information and Incorporation of Documents by Reference.

No offer of these securities will be made in any jurisdiction where the offer is not permitted.

As used in this prospectus supplement, unless the context otherwise requires, references to the Company, Sprouts, we, us and our refer to Sprouts Farmers Market, Inc. and, where appropriate, its subsidiaries.

Basis of Presentation

We report our results of operations on a 52- or 53-week fiscal year ending on the Sunday closest to December 31, with each fiscal quarter generally divided into three periods consisting of two four-week periods and one five-week period. Our last three completed fiscal years ended on January 1, 2012, December 30, 2012 and December 29, 2013. For ease of reference, we identify our fiscal years in this prospectus supplement by reference to the calendar year ending closest to the last day of such fiscal year. For example, we refer to our fiscal years ended January 1, 2012, December 30, 2012, December 29, 2013 and December 28, 2014 as fiscal 2011, fiscal 2012, fiscal 2013 and fiscal 2014, respectively.

Trademarks and Trade Names

This prospectus supplement includes our trademarks and service marks, SPROUTS FARMERS MARKET®, SPROUTS® and HEALTHY LIVING FOR LESS!®, which are protected under applicable intellectual property laws and are the property of Sprouts. This prospectus supplement also contains trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners. Solely for convenience, trademarks and trade names referred to in this prospectus supplement may appear without the ® or TM symbols. We do not intend our use or display of other parties' trademarks, trade names or service marks to imply, and such use or display should not be construed to imply, a relationship with, or endorsement or sponsorship of us by, these other parties.

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Market, Industry and Other Data

Unless otherwise indicated, information contained or incorporated by reference in this prospectus supplement concerning our industry and the markets in which we operate is based on information from independent industry and research organizations, such as Buxton Company, and other third-party sources (including the Nutrition Business Journal, the Progressive Grocer's 80th Annual Report of the Grocery Industry (referred to as Progressive Grocer), and other industry publications, surveys and forecasts), and management estimates. Management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from our internal research, and are based on assumptions made by us upon reviewing such data and our knowledge of our industry and markets, which we believe to be reasonable. In addition, projections, assumptions and estimates of the future performance of our industry and our future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in Risk Factors in this prospectus supplement and the accompanying prospectus, as well as those contained in the documents incorporated by reference herein. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties and by us.

Recent Transactions

In 2002, Sprouts Farmers Markets, LLC, an Arizona limited liability company (referred to as Sprouts Arizona) opened the first Sprouts Farmers Market store in Chandler, Arizona. In 2011, we were formed when Sprouts Arizona combined with Henry's Holdings, LLC (referred to as Henry's), which operated 35 Henry's Farmers Markets stores and eight Sun Harvest Market stores (referred to as the Henry's Transaction). The Henry's Transaction was led by investment funds affiliated with, and co-investment vehicles managed by, Apollo Management VI, L.P. (referred to as the Apollo Funds). The Apollo Funds are affiliates of Apollo Global Management, LLC (together with its subsidiaries, referred to as Apollo). In May 2012, we acquired Sunflower Farmers Market, Inc., which operated 37 Sunflower Farmers Market stores (referred to as Sunflower). We refer to this as the Sunflower Transaction. The Henry's Transaction and the Sunflower Transaction are collectively referred to as the Transactions.

Effective as of April 23, 2013, we entered into a credit agreement with Credit Suisse AG, Cayman Islands Branch, as administrative agent, and certain lenders (referred to as the Credit Facility), providing for a \$700.0 million senior secured term loan (referred to as the Term Loan), and a \$60.0 million senior secured revolving credit facility. A portion of the proceeds of the Term Loan was used to repay in full the outstanding balance of \$403.1 million under our prior credit facility (referred to as the Former Credit Facility). We used the remaining proceeds of the Term Loan, together with cash on hand, to make a distribution to our equity holders, to make payments to vested option holders and to pay transaction fees and expenses. We refer to the transactions through which we entered into the Credit Facility and applied the proceeds as described above as the April 2013 Refinancing. We used a portion of the net proceeds of our IPO (as defined below) to repay \$340.0 million of outstanding indebtedness under the Term Loan. In addition, we made voluntarily principal payments of \$40.0 million and \$50.0 million under the Term Loan during the fourth quarter of 2013 and the third quarter of 2014, respectively.

Corporate Conversion

On July 29, 2013, Sprouts Farmers Markets, LLC, a Delaware limited liability company, converted into Sprouts Farmers Market, Inc., a Delaware corporation and the issuer of the shares of common stock offered by this prospectus supplement, pursuant to a statutory conversion (referred to as the corporate conversion). As used in this prospectus supplement, unless the context otherwise requires, references to the Company, Sprouts, we, us and our refer to Sprouts Farmers Markets, LLC

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and after the corporate conversion to Sprouts Farmers Market, Inc. and, where appropriate, its subsidiaries. In the corporate conversion, each unit of Sprouts Farmers Markets, LLC was converted into 11 shares of common stock of Sprouts Farmers Market, Inc., and each option to purchase units of Sprouts Farmers Markets, LLC was converted into an option to purchase 11 shares of common stock of Sprouts Farmers Market, Inc. For the convenience of the reader, except as the context otherwise requires, all information contained or incorporated by reference in this prospectus supplement is presented giving effect to the corporate conversion.

Comparable Store Sales

As used in this prospectus supplement, the term **comparable store sales growth** refers to the percentage change in our comparable store sales as compared to the prior comparable period. Our practice is to include sales from a store in comparable store sales beginning on the first day of the 61st week following the store's opening and to exclude sales from a closed store from comparable store sales beginning on the day of closure. We include sales from an acquired store in comparable store sales on the later of (i) the day of acquisition or (ii) the first day of the 61st week following the store's opening. This practice may differ from the methods that other retailers use to calculate comparable store sales.

In this prospectus supplement we discuss our **pro forma comparable store sales growth** for fiscal 2011 through fiscal 2013 and for the thirty-nine weeks ended September 29, 2013 and September 28, 2014. We compute **pro forma comparable store sales growth** giving effect to (i) the 2011 combination of Sprouts Arizona with Henry's in the Henry's Transaction and (ii) our 2012 acquisition of Sunflower in the Sunflower Transaction, in each case as if such Transactions occurred on the first day of fiscal 2007. Stores acquired in these transactions have been rebranded as Sprouts Farmers Market stores. See **Prospectus Supplement Summary Summary Consolidated Historical and Pro Forma Financial and Other Data** for reconciliation of historical sales to pro forma net sales and a presentation of **pro forma comparable store sales growth** for fiscal 2011 through fiscal 2013 and for the thirty-nine weeks ended September 29, 2013 and September 28, 2014.

In addition, in this prospectus supplement we refer to **pro forma comparable store sales growth** on a **two-year stacked basis**, which is computed by adding the **pro forma comparable store sales growth** of the period referenced and the **pro forma comparable store sales growth** of the same fiscal period ended twelve months prior.

We believe **pro forma comparable store sales growth** provides investors with helpful information with respect to our operating performance.

Pro Forma Information

This prospectus supplement contains unaudited **pro forma** financial information prepared in accordance with Article 11 of Regulation S-X. The unaudited **pro forma** condensed consolidated statement of operations for fiscal 2013 gives **pro forma** effect to:

the April 2013 Refinancing; and

the issuance of 18,888,889 shares of common stock in our IPO (as defined below) (excluding the remaining 1,588,326 shares of common stock issued in that offering, which were deemed to have been used to pay underwriting discounts, offering expenses in such offering and general corporate expenses) and the application of \$340.0 million of the proceeds to us from the sale of such shares by us to repay certain indebtedness;

in each case as if such transactions had been consummated on December 31, 2012, the first day of fiscal 2013. See **Unaudited Pro Forma Condensed Consolidated Financial Information**.

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Non-GAAP Financial Measures

To supplement our financial information presented in accordance with U.S. generally accepted accounting principles (referred to as GAAP), we use the following additional measures to clarify and enhance an understanding of past performance:

Adjusted EBITDA, which is defined as earnings (net income or loss) before interest, taxes, depreciation, amortization and accretion, further adjusted to eliminate the effects of items management does not consider in assessing our ongoing performance; and

Adjusted EBIT, which is defined as earnings (net income or loss) before interest and taxes, further adjusted to eliminate the effects of items management does not consider in assessing ongoing performance.

See Prospectus Supplement Summary Summary Consolidated Historical and Pro Forma Financial and Other Data for further discussion and a reconciliation of adjusted EBITDA and adjusted EBIT.

Adjusted EBITDA and adjusted EBIT are performance measures that provide supplemental information we believe is useful to analysts and investors to evaluate our ongoing results of operations, when considered alongside other GAAP measures such as net income, net income per share, operating income and gross profit. These non-GAAP measures exclude the financial impact of items management does not consider in assessing our ongoing operating performance, and thereby facilitate review of our operating performance on a period-to-period basis. Other companies may have different capital structures or different lease terms, and comparability to our results of operations may be impacted by the effects of acquisition accounting on our depreciation and amortization. As a result of the effects of these factors and factors specific to other companies, we believe adjusted EBITDA and adjusted EBIT provide helpful information to analysts and investors to facilitate a comparison of our operating performance to that of other companies. We also use adjusted EBITDA, as further adjusted for additional items defined in our Credit Facility, for board of director and bank compliance reporting.

These non-GAAP measures are intended to provide additional information only and do not have any standard meanings prescribed by GAAP. Use of these terms may differ from similar measures reported by other companies. Because of their limitations, these non-GAAP measures should not be considered as measures of discretionary cash available to use to reinvest in growth of our business, or as measures of cash that will be available to meet our obligations. These non-GAAP measures have their limitations as analytical tools, and you should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement or incorporated by reference into this prospectus supplement from our Annual Report on Form 10-K for the year ended December 29, 2013 (referred to as our Form 10-K), our subsequent Quarterly Reports on Form 10-Q (referred to as our Forms 10-Q) and our other filings with the SEC listed in the section of this prospectus supplement entitled Incorporation of Documents by Reference and does not contain all of the information that you should consider in making your investment decision. The information contained in this prospectus supplement assumes no exercise by the underwriter of the option to purchase an additional 2,250,000 shares of common stock from the selling stockholders. Before investing in our common stock, you should carefully read this prospectus supplement, the accompanying prospectus and any related free writing prospectus, together with the information incorporated by reference herein and therein in their entirety, including the section entitled Risk Factors in this prospectus supplement and in our Form 10-K and our consolidated financial statements and related notes included in our Form 10-K and our other filings with the SEC.

The Company

Sprouts Farmers Market operates as a healthy grocery store that offers fresh, natural and organic food that includes fresh produce, bulk foods, vitamins and supplements, grocery, meat and seafood, bakery, dairy, frozen foods, body care and natural household items catering to consumers growing interest in eating and living healthier. Since our founding in 2002, we have grown rapidly, significantly increasing our sales, store count and profitability. With fiscal 2013 net sales of \$2.4 billion and 191 stores in ten states as of the date of this prospectus, we are one of the largest specialty retailers of fresh, natural and organic food in the United States. According to research conducted for us by Buxton Company, a customer analytics research firm, we have significant growth opportunities in existing and new markets across the United States with the potential for approximately 1,200 locations operating under our current format.

The cornerstones of our business are fresh, natural and organic products at compelling prices (which we refer to as Healthy Living for Less), an attractive and differentiated shopping experience, and knowledgeable team members who we believe provide best-in-class customer service and product education.

We are pursuing a number of strategies designed to continue our growth, including expansion of our store base, driving comparable store sales growth, enhancing our operating margins and growing the Sprouts brand. We intend to continue expanding our store base by pursuing new store openings in our existing markets, expanding into adjacent markets and penetrating new markets. We opened 24 stores in fiscal 2014, and we intend to achieve 14% annual new store growth for at least the next five years.

Selling Stockholders

The selling stockholders are investment funds affiliated with, or co-investment vehicles managed by, Apollo Management VI, L.P. (which we collectively refer to herein as the Apollo Funds, unless the context otherwise indicates), and which, prior to this offering, beneficially own 30,847,800 shares or approximately 20.4% of our common stock. The Apollo Funds are affiliates of Apollo Global Management, LLC (together with its subsidiaries, referred to as Apollo), a leading global alternative asset investment manager with offices in New York, Los Angeles, London, Houston, Frankfurt, Luxembourg, Singapore, Hong Kong and Mumbai. As of September 30, 2014, Apollo had assets under management of approximately \$164 billion in its private equity, capital markets and real estate businesses.

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Corporate Information

Our principal executive offices are located at 11811 N. Tatum Boulevard, Suite 2400, Phoenix, Arizona 85028, and our telephone number is (480) 814-8016. Our website address is www.sprouts.com. The information contained on our website is not incorporated by reference into this prospectus supplement, and you should not consider any information contained on, or that can be accessed through, our website as part of this prospectus supplement or in deciding whether to purchase our common stock.

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The Offering

Common stock offered by the selling stockholders	15,000,000 shares
Common stock to be outstanding after this offering	151,278,237 shares
Option to purchase additional shares	The underwriter has the option to purchase up to 2,250,000 additional shares from the selling stockholders at \$29.38 per share. The underwriter may exercise that option for 30 days.
Use of proceeds	The selling stockholders will receive all of the proceeds from this offering. We will not receive any proceeds from the sale of shares in this offering. See Selling Stockholders.
Risk factors	See Risk Factors beginning on page S-9 and the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of factors you should carefully consider before deciding to invest in our common stock.
Dividend Policy	We have not paid any dividends since our IPO. We do not anticipate declaring or paying, in the foreseeable future, any cash dividends on our capital stock. Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of our board of directors and will depend on then existing conditions, including our operating results, financial condition, contractual restrictions, capital requirements, business prospects, and other factors our board of directors may deem relevant. Our Credit Facility contains covenants that would restrict our ability to pay cash dividends.

NASDAQ Global Select Market symbol SFM

The number of shares of common stock to be outstanding before and after this offering is based on 151,278,237 shares of our common stock outstanding as of November 7, 2014, which excludes:

7,443,080 shares of common stock issuable upon the exercise of stock options outstanding under our Sprouts Farmers Markets, Inc., Option Plan (referred to as the 2011 Option Plan) and 2013 Incentive Compensation Plan (referred to as the 2013 Incentive Plan, and the 2011 Option Plan and 2013 Incentive Plan are collectively referred to as the Incentive Plans) at a weighted average exercise price of \$5.68 per share and 105,065 shares of common stock issuable upon vesting of restricted stock units outstanding under the 2013 Incentive Plan; and

9,227,413 shares of common stock reserved for future awards under the 2013 Incentive Plan.

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Summary Consolidated Historical and Pro Forma Financial and Other Data

The following tables summarize our consolidated historical and pro forma financial and other data and should be read together with Unaudited Pro Forma Condensed Consolidated Financial Information, included elsewhere in this prospectus supplement and Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included in our Form 10-K and Forms 10-Q incorporated by reference into this prospectus supplement. We have derived the consolidated statements of operations data for fiscal 2011, fiscal 2012 and fiscal 2013 from our audited consolidated financial statements included in our Form 10-K incorporated by reference into this prospectus supplement. Consolidated statements of operations data for the thirty-nine weeks ended September 29, 2013 and September 28, 2014 and summary balance sheet data as of September 28, 2014 are derived from our unaudited consolidated financial statements included in our Form 10-Q for the quarterly period ended September 28, 2014 incorporated by reference into this prospectus supplement. These interim statements, in the opinion of management, include all adjustments (inclusive of normal recurring adjustments) necessary for a fair statement. Our historical results set forth below are not necessarily indicative of results to be expected for any future period.

In 2002, Sprouts Arizona opened the first Sprouts Farmers Market store in Chandler, Arizona. In 2011, Sprouts Arizona combined with Henry's, which operated 35 Henry's Farmers Market stores and eight Sun Harvest Market stores, as a part of the Henry's Transaction led by the Apollo Funds. Apollo held a controlling interest in Henry's former parent prior to the Henry's Transaction and continued to hold a controlling interest in the Company afterwards. Due to Apollo's continued controlling interest, the Henry's Transaction resulted in Henry's financial statements becoming the financial statements of the Company, followed immediately by the acquisition by the Company of the Sprouts Farmers Market business. As a result, the Company was determined to be the accounting acquirer, effective April 18, 2011. Accordingly, our consolidated financial statements for the period from January 3, 2011 through April 17, 2011 reflect only the historic results of Henry's prior to the Henry's Transaction. Commencing on April 18, 2011, our consolidated financial statements also include the financial position, results of operations and cash flows of Sprouts Arizona.

In May 2012, we acquired Sunflower in the Sunflower Transaction. Commencing on May 29, 2012, our consolidated financial statements also include the financial position, results of operations and cash flows of Sunflower.

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The April 2013 Refinancing and our IPO had a material impact on our results of operations. Accordingly, we have included pro forma information for fiscal 2013 which gives effect to these transactions, as more fully described in the notes below. See Unaudited Pro Forma Condensed Consolidated Financial Information for unaudited pro forma information for fiscal 2013.

	Fiscal 2011(1)	Fiscal 2012(2)	Actual	Fiscal 2013 Pro Forma Sprouts Farmers Market, Inc.(3)
	(in thousands, except per share data)			
Statements of Operations Data:				
Net sales	\$ 1,105,879	\$ 1,794,823	\$ 2,437,911	\$ 2,437,911
Cost of sales, buying and occupancy	794,905	1,264,514	1,712,644	1,712,644
Gross profit	310,974	530,309	725,267	725,267
Direct store expenses	238,245	368,323	496,183	496,183
Selling, general and administrative expenses	58,528	86,364	81,795	81,795
Amortization of Henry's trade names and capitalized software	32,202			
Store pre-opening costs	1,338	2,782	5,734	5,734
Store closure and exit costs	6,382	2,155	2,051	2,051
Income (loss) from operations	(25,721)	70,685	139,504	139,504
Interest expense	(19,813)	(35,488)	(37,203)	(28,239)
Other income	358	562	487	487
Loss on extinguishment of debt		(992)	(18,721)	(1,513)
Income (loss) before income taxes	(45,176)	34,767	84,067	110,239
Income tax (provision) benefit	17,731	(15,267)	(32,741)	(42,948)
Net income (loss)	\$ (27,445)	\$ 19,500	\$ 51,326	\$ 67,291
Per Share Data:				
Net income (loss) per share - basic(4)	\$ (0.28)	\$ 0.16	\$ 0.38	\$ 0.46
Net income (loss) per share - diluted(4)	\$ (0.28)	\$ 0.16	\$ 0.37	\$ 0.44
Weighted average shares outstanding - basic(4)	96,954	119,427	134,622	145,624
Weighted average shares outstanding - diluted(4)	96,954	121,781	139,765	151,436
Supplemental Financial Measures:				
Adjusted EBITDA(5)			\$ 195,157	
Adjusted EBIT(5)			\$ 147,618	

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	Thirty-nine weeks ended	
	September 29, 2013	September 28, 2014
	(in thousands,	
	except per share data)	
Statements of Operations Data:		
Net sales	\$ 1,829,675	\$ 2,232,831
Cost of sales, buying and occupancy	1,278,623	1,558,876
Gross profit	551,052	673,955
Direct store expenses	367,064	430,019
Selling, general and administrative expenses	60,259	69,594
Store pre-opening costs	5,254	7,051
Store closure and exit costs	1,670	393
Income from operations	116,805	166,898
Interest expense	(30,346)	(19,144)
Other income	447	477
Loss on extinguishment of debt	(17,682)	(1,138)
Income before income taxes	69,224	147,093
Income tax provision	(27,178)	(57,144)
Net income	\$ 42,046	\$ 89,949
Per Share Data:		
Net income per share basic(4)	\$ 0.32	\$ 0.60