

Sprouts Farmers Market, Inc.  
Form 8-K  
November 12, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d)**  
**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) November 10, 2014**

**Sprouts Farmers Market, Inc.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State or other jurisdiction</b>	<b>001-36029</b> <b>(Commission</b>	<b>32-0331600</b> <b>(I.R.S. Employer</b>
<b>of incorporation or organization)</b>	<b>File Number)</b> <b>11811 N. Tatum Boulevard, Suite 2400</b>	<b>Identification No.)</b>

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**Phoenix, Arizona 85028**

**(Address of principal executive offices and zip code)**

**(480) 814-8016**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On November 10, 2014, Sprouts Farmers Market, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with UBS Securities LLC (the Underwriter ), and the selling stockholders named in Schedule II thereto (collectively, the Selling Stockholder ), relating to the public offering of 15,000,000 shares of the Company s common stock, par value \$0.001 per share (the Offering ), by the Selling Stockholders. Pursuant to the Underwriting Agreement, the Underwriter has a 30-day option to purchase up to an additional 2,250,000 shares of the Company s stock from the Selling Stockholders.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company and the Selling Stockholders. It also provides for customary indemnification by each of the Company, the Selling Stockholders and the Underwriter against certain liabilities and customary contribution provisions in respect of those liabilities. The foregoing description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

The Company will not receive any proceeds from the sale of shares by the Selling Stockholders. The Company will pay the expenses, other than underwriting discounts, associated with the sale of shares by the Selling Stockholders. The Offering is being made pursuant to the Company s effective shelf registration statement on Form S-3 (File No. 333-198039) filed with the Securities and Exchange Commission on August 11, 2014, and the related prospectus supplement and accompanying prospectus. The Offering is expected to close on or about November 14, 2014, subject to customary closing conditions.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

Number	Description
1.1	Underwriting Agreement, dated November 10, 2014 by and among Sprouts Farmers Market, Inc., UBS Securities LLC, and the selling stockholders named in Schedule II thereto
5.1	Opinion of Morgan, Lewis & Bockius, LLP
23.1	Consent of Morgan, Lewis & Bockius, LLP (included in Exhibit 5.1 hereto)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SPROUTS FARMERS MARKET, INC.**

Date: November 12, 2014

By: */s/ Brandon F. Lombardi*  
Name: Brandon F. Lombardi  
Title: Chief Legal Officer and Corporate Secretary

**EXHIBIT INDEX**

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