

Sprouts Farmers Market, Inc.  
 Form 424B7  
 August 13, 2014  
Table of Contents

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 Offering Price per Share	Maximum Aggregate Offering Price	Amount of Registration Fee(2)(3)
Common Stock, \$0.001 par value per share	17,250,000	\$30.00	\$517,500,000	\$66,654.00

- (1) Assumes exercise in full of the underwriters' option to purchase additional shares.
- (2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.
- (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.

**Table of Contents**

**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 August 12, 2014, the last reported sale price of our common stock was \$30.31 per share.

*Investing in our common stock involves risks. See Risk Factors beginning on page S-13 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.**

	Per Share	Total
Public offering price	\$ 30.000	\$ 450,000,000
Underwriting discount(1)	\$ 0.975	\$ 14,625,000
Proceeds to the selling stockholders	\$ 29.025	\$ 435,375,000

## Edgar Filing: Sprouts Farmers Market, Inc. - Form 424B7

(1) We have agreed to reimburse the underwriters for certain FINRA-related expenses. See Underwriting. The underwriters have the option to purchase up to an additional 2,250,000 shares from the selling stockholders at the public offering price less the underwriting discount. They may exercise that option for 30 days.

The underwriters expect to deliver the shares of common stock against payment in New York, New York on or about August 18, 2014.

**Goldman, Sachs & Co.**

**Credit Suisse**

**Apollo Global Securities**

**Deutsche Bank Securities**

**Guggenheim Securities**

**UBS Investment Bank**

**Wolfe Research Securities**

Prospectus Supplement dated August 12, 2014

**Table of Contents**

**Table of Contents**

**Table of Contents**

**Table of Contents****TABLE OF CONTENTS**

	<b>Page</b>
<u>Prospectus Supplement</u>	
<u>About this Prospectus Supplement</u>	S-ii
<u>Prospectus Supplement Summary</u>	S-1
<u>Risk Factors</u>	S-13
<u>Special Note Regarding Forward-Looking Statements</u>	S-15
<u>Use of Proceeds</u>	S-17
<u>Market Price Range of Common Stock</u>	S-17
<u>Dividend Policy</u>	S-17
<u>Capitalization</u>	S-18
<u>Unaudited Pro Forma Condensed Consolidated Financial Information</u>	S-19
<u>Principal and Selling Stockholders</u>	S-22
<u>Shares Eligible for Future Sale</u>	S-36
<u>Material U.S. Federal Income Tax Considerations for Non-U.S. Holders of Common Stock</u>	S-38
<u>Underwriting</u>	S-42
<u>Conflicts of Interest</u>	S-47
<u>Legal Matters</u>	S-48
<u>Experts</u>	S-48
<u>Where You Can Find Additional Information</u>	S-48
<u>Incorporation of Documents by Reference</u>	S-48
<u>Prospectus</u>	
<u>About this Prospectus</u>	1
<u>Special Note Regarding Forward-Looking Statements</u>	2
<u>The Company</u>	4
<u>Risk Factors</u>	5
<u>Use of Proceeds</u>	5
<u>Description of Capital Stock</u>	5
<u>Selling Stockholders</u>	9
<u>Plan of Distribution</u>	10
<u>Legal Matters</u>	15
<u>Experts</u>	15
<u>Where You Can Find Additional Information</u>	15
<u>Incorporation of Documents by Reference</u>	15

None of us, the selling stockholders, or the underwriters 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 underwriters 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.

**Table of Contents**

**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 and December 29, 2013 as fiscal 2011, fiscal 2012 and fiscal 2013, 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



## **Table of Contents**

prospectus supplement may appear without the ® or ™ 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.

## **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 voluntarily paid down \$40.0 million of outstanding indebtedness under the Term Loan during the fourth quarter of 2013.

## **Table of Contents**

### **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 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 twenty-six weeks ended June 30, 2013 and June 29, 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 twenty-six weeks ended June 30, 2013 and June 29, 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

## **Table of Contents**

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.

### **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.

**Table of Contents**

**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. 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.*

**Who We Are**

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 182 stores in ten states as of August 12, 2014, 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, an attractive and differentiated shopping experience, and knowledgeable team members who we believe provide best-in-class customer service and product education. These attributes have positioned us to deliver strong financial results, as evidenced by the following:

Stores under our management have achieved positive comparable store sales growth for 29 consecutive quarters, including throughout the recent economic downturn;

Pro forma comparable store sales growth of 10.7% in fiscal 2013 and 9.7% in fiscal 2012, or 20.4% on a two-year stacked basis through fiscal 2013, and pro forma comparable store sales growth of 11.1% for the twenty-six weeks ended June 29, 2014 and 9.4% for the twenty-six weeks ended June 30, 2013, or 20.5% on a two-year stacked basis for the twenty-six weeks ended June 29, 2014;

Net sales of \$2.4 billion in fiscal 2013, representing an increase of 36% from net sales of \$1.8 billion in fiscal 2012, and an increase of 22% from pro forma net sales of \$2.0 billion in fiscal 2012, and net sales of \$1.5 billion for the twenty-six weeks ended June 29, 2014, representing an increase of 23% from net sales for the twenty-six weeks ended June 30, 2013;

Adjusted EBITDA of \$195.2 million in fiscal 2013, and adjusted EBITDA of \$146.6 million for the twenty-six weeks ended June 29, 2014, representing an increase of 40% from adjusted EBITDA for the twenty-six weeks ended June 30, 2013; and

Net income of \$51.3 million in fiscal 2013, an increase of \$31.8 million from fiscal 2012 net income of \$19.5 million. Net income was \$63.9 million for the twenty-six weeks ended June 29, 2014, representing an increase of \$33.3 million from net income for the twenty-six weeks ended June 30, 2013.

## **Table of Contents**

*Healthy Living for Less.* We offer high-quality, fresh, natural and organic products at attractive prices in every department. Consistent with our farmers market heritage, our offering begins with fresh produce, which we source, warehouse and distribute in-house and sell at prices we believe to be significantly below those of other food retailers. In addition, our scale, operating structure and deep industry relationships position us to consistently deliver *Healthy Living for Less* throughout the store. Based on our experience, we believe we attract a broad customer base, including conventional supermarket customers, and appeal to a much wider demographic than other specialty retailers of natural and organic food. We believe that over time, our compelling prices and product offering convert many trial customers into loyal lifestyle customers who shop Sprouts with greater frequency and across an increasing number of departments.

*Attractive, Differentiated Shopping Experience.* In a convenient, small-box format (average store size of 27,500 sq. ft.), our stores have a farmers market feel, with a bright, open-air atmosphere to create a comfortable and engaging in-store experience. We strive to be our customers everyday healthy grocery store. We feature fresh produce and bulk foods at the center of the store surrounded by a complete grocery offering, including vitamins and supplements, grocery, meat and seafood, bakery, dairy, frozen foods, beer and wine, body care and natural household items. Consistent with our fresh, natural and organic offering, we choose not to carry most of the traditional, national branded consumer packaged goods generally found at conventional grocery retailers (e.g., Doritos, Tide and Lucky Charms). Instead, we offer high-quality alternatives that emphasize our focus on fresh, natural and organic products at great values.

*Customer Service & Education.* We are dedicated to our mission of *Healthy Living for Less*, and we attract team members who share our passion for educating and serving our customers with the goal of making healthy eating easier and more accessible. We believe our well-trained and engaged team members help our customers increasingly understand that they can purchase a wide selection of high-quality, healthy and great tasting food for themselves and their families at attractive prices by shopping at Sprouts.

### ***Our Industry***

We operate in the \$600 billion U.S. supermarket industry and, based on our industry experience, we believe we are capturing significant market share from conventional supermarkets and other food retailers. We believe interest in healthy eating, an increasing focus on preventative health measures, and the rising costs of healthcare have driven significant growth in natural and organic food consumption. According to the *Nutrition Business Journal*, spending on natural and organic food experienced a compound annual growth rate (referred to as CAGR) of 12% from 1997 to 2013, reaching an estimated \$54 billion in the United States, and is expected to continue to grow to \$113 billion in 2020, representing a CAGR of 11.2% from 2013 to 2020.

### ***What Makes Us Different***

We believe the following competitive strengths position Sprouts to capitalize on two powerful, long-term consumer trends a growing interest in health and wellness and a focus on value:

*Comprehensive fresh, natural and organic product offering at great value.* We feature an expansive offering of high-quality, fresh, natural and organic products at compelling value. In particular, we position Sprouts to be a value leader in fresh produce in order to drive trial visits to our stores by new customers. We believe that, over time, our differentiated product offering and strong value proposition converts many trial customers into loyal, lifestyle customers.

---

**Table of Contents**

*Resilient business model with strong financial performance.* We achieved positive, pro forma comparable store sales growth of 2.6%, 2.3%, 5.1%, 9.7%, 10.7% and 11.1% in fiscal 2009, 2010, 2011, 2012, 2013 and the twenty-six weeks ended June 29, 2014, respectively. We believe the consistency of our performance over time, even through the recent economic downturn from 2008 to 2010, and across geographies and vintages is the result of a number of factors, including our distinctive value positioning and merchandising strategies, product innovation and a well-trained staff focused on customer education and service. In addition, we believe our high volume and low-cost store model enhance our ability to consistently offer competitive prices on a complete assortment of fresh, natural and organic products.

*Proven and replicable economic store model.* We believe that our store model, combined with our rigorous store selection process and a growing interest in health and wellness, contribute to our attractive new store returns on investment. Our typical store requires an average new store cash investment of approximately \$2.8 million, including store buildout (net of contributions from landlords), inventory (net of payables) and cash pre-opening expenses. Based on historical performance, we target pre-tax cash-on-cash returns of 35-40% within three to four years after opening. We believe the consistent performance of our store portfolio across geographies and vintages supports the portability of the Sprouts brand and store model into a wide range of markets.

*Significant new store growth opportunity supported by broad demographic appeal.* We believe, based on our experience, that our broad product offering and value proposition appeals to a wider demographic than other leading competitors, including higher-priced health food and gourmet food retailers. Sprouts has been successful across a variety of urban, suburban and rural locations in diverse geographies, from California to Georgia, underscoring the heightened interest in eating healthy across markets. Based on research conducted for us, we believe that the U.S. market can support approximately 1,200 Sprouts Farmers Market stores operating under our current format, including 300 in states in which we currently operate. We intend to achieve 14% annual new store growth over at least the next five years, balanced among existing, adjacent and new markets.

The below diagram shows our current store footprint, by state, as of August 12, 2014.

**Current Store Locations**

**Store Count**

*Passionate and experienced management team with proven track record.* Since inception, we have been dedicated to delivering Healthy Living for Less. Our passion and commitment is shared by team members throughout the entire organization, from our stores to our corporate office. Our executive management team has extensive grocery and food retail industry experience, and deep roots in organic, natural and specialty food retail. With recent investments in people, systems and other infrastructure, we believe we are well positioned to achieve our future growth plans.

## **Table of Contents**

### ***Growing Our Business***

We are pursuing a number of strategies to continue our growth and strong financial performance, including:

*Expand our store base.* We intend to continue expanding our store base by pursuing new store openings in existing markets, expanding into adjacent markets, and penetrating new markets. From our founding in 2002 through August 12, 2014, we opened 106 new stores while successfully rebranding 43 Henry's and 39 Sunflower stores to the Sprouts banner. On a combined basis, Sprouts, Henry's and Sunflower opened an average of 17 stores per year from fiscal 2008 through fiscal 2013. We opened 19 new stores in fiscal 2013. We expect to continue to expand our store base with 24 store openings planned in fiscal 2014, of which 15 have opened as of August 12, 2014, and we intend to achieve 14% annual new store growth over at least the next five years.

*Continue positive comparable store sales.* For 29 consecutive quarters, including throughout the recent economic downturn from 2008 to 2010, stores under our management have achieved positive comparable store sales growth. We believe we can continue to grow the number of customer transactions by enhancing our core value proposition and distinctive customer-oriented shopping experience. We aim to grow our average ticket by continuing to expand and refine our fresh, natural and organic product offering, our targeted and personalized marketing efforts and our in-store education. We believe these factors, combined with the continued strong growth in fresh, natural and organic food consumption, will allow Sprouts to gain new customers, increase customer loyalty and, over time, convert single-department trial customers into core, lifestyle customers who shop Sprouts with greater frequency and across an increasing number of departments.

*Enhance our operating margins.* We believe we can continue to enhance our operating margins through efficiencies of scale, improved systems, continued cost discipline and enhancements to our merchandise offerings. We have made significant investments in management, information technology systems, training, marketing, compliance and other infrastructure to enable us to pursue our growth plans, which we believe will also enhance our margins over time. Furthermore, we expect to achieve economies of scale in sourcing and distribution as we add new stores.

*Grow the Sprouts Farmers Market brand.* We are committed to supporting our stores, product offerings and brand through a variety of marketing programs, private label offerings and corporate partnerships. In addition, we will continue our community outreach and charity programs to more broadly connect with our local communities with the aim of promoting our brand and educating consumers on healthy choices. We will also continue to expand our innovative marketing and promotional strategy through print, digital and social media platforms, all of which promote our mission of Healthy Living for Less.

### ***Public Offerings of Common Stock***

On August 6, 2013, we completed our initial public offering (referred to as our IPO) of 21,275,000 shares of common stock, including 2,775,000 shares of common stock issued as a result of the exercise in full of the underwriters' option to purchase additional shares, at a price of \$18.00 per share. We sold 20,477,215 shares of common stock, including the additional shares, and certain stockholders sold the remaining 797,785 shares. We received net proceeds from our IPO of approximately \$344.1 million, after deducting underwriting discounts and offering expenses. We used the net proceeds to repay \$340.0 million of outstanding indebtedness under the Term Loan and the remainder for general corporate purposes.

**Table of Contents**

On December 2, 2013, certain of our stockholders completed a second public offering of 19,550,000 shares of common stock, including 2,550,000 shares of common stock sold as a result of the exercise in full of the underwriters' option to purchase additional shares, at a price of \$37.00 per share (referred to as the December Secondary Offering). On April 2, 2014, certain of our stockholders completed a third public offering of 17,250,000 shares of common stock, including 2,250,000 shares of common stock sold as a result of the exercise in full of the underwriters' option to purchase additional shares, at a price of \$33.75 per share (referred to as the April Secondary Offering). We did not sell any shares in the December Secondary Offering or the April Secondary Offering.

***Risks to Consider***

Investing in our common stock involves a high degree of risk. You should carefully consider the risks highlighted in the section entitled Risk Factors following this prospectus supplement summary and in our Form 10-K incorporated herein by reference before making an investment decision. These risks include, among others, the following:

we face intense competition in our industry, and our failure to compete successfully may have a material adverse effect on our business;

we may be unable to successfully open new stores;

we may be unable to maintain levels of comparable store sales or generate operating levels in our new stores consistent with our mature stores;

we may be unable to maintain or improve our operating margins;

product supply disruptions or interruptions in the operations of our distribution centers or supply chain network may have an adverse effect on our profitability and operating results;

we may be unable to identify and react to trends and consumer preferences;

real or perceived food safety and labeling concerns and related unfavorable publicity may adversely affect us;

unfavorable changes in or our failure to comply with governmental regulation could harm our business;

disruptions to, or security breaches involving, our information technology systems could adversely affect our business;

general economic conditions that impact consumer spending could adversely affect our business;

we may be unable to generate sufficient cash flow to meet our fixed payment obligations, including fixed store leases and debt service obligations; and



## Edgar Filing: Sprouts Farmers Market, Inc. - Form 424B7

covenant restrictions contained in our debt agreements that restrict our operational flexibility may adversely affect our business, results of operations and financial condition.

### ***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](http://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.

S-5

**Table of Contents**

**The Offering**

Common stock offered by the selling stockholders	15,000,000 shares
Common stock outstanding before this offering	149,856,857 shares
Common stock to be outstanding after this offering	150,456,665 shares
Option to purchase additional shares	The underwriters have the option to purchase up to 2,250,000 additional shares from certain of the selling stockholders at the public offering price less the underwriting discount. They may exercise that option for 30 days.
Use of proceeds	The selling stockholders, which include certain of our officers, directors and team members, will receive all of the proceeds from this offering. We will not receive any proceeds from the sale of shares in this offering. See Principal and Selling Stockholders.
Risk factors	See Risk Factors beginning on page S-13 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.
Conflicts of Interest	Apollo Global Securities, LLC, an underwriter of this offering, is an affiliate of Apollo, our controlling stockholder. Because Apollo beneficially owns more than 10% of our outstanding common stock, a conflict of interest is deemed to exist under Financial Industry Regulation Authority (referred to as FINRA) Rule 5121(f)(5)(B). In addition, a conflict of interest is also deemed to exist under Rule 5121(f)(5)(C) because affiliates of Apollo Global Securities, LLC will receive more than 5% of the net proceeds of this offering. However, an exception from the

**Table of Contents**

requirement to use a qualified independent underwriter is available because our common stock has a bona fide public market, as defined in Rule 5121(f)(3). In accordance with Rule 5121, Apollo Global Securities, LLC will not sell our common stock to a discretionary account without receiving written approval from the account holder. See Underwriting Conflicts of Interest.

NASDAQ Global Select Market symbol SFM

Unless otherwise indicated, all information in this prospectus supplement reflects and assumes:

The issuance of 599,808 shares to certain selling stockholders upon exercise of stock options in connection with the consummation of this offering, which shares will be sold by such selling stockholders in this offering; and

no exercise of the underwriters' option to purchase up to an additional 2,250,000 shares of common stock.

The number of shares of common stock to be outstanding before and after this offering is based on 149,856,857 shares of our common stock outstanding as of August 12, 2014, which excludes:

8,868,391 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 \$5.26 per share and 107,167 shares of common stock issuable upon vesting of restricted stock units outstanding under the 2013 Incentive Plan; and

9,221,380 shares of common stock reserved for future awards under the 2013 Incentive Plan.

**Table of Contents**

**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 twenty-six weeks ended June 30, 2013 and June 29, 2014 and summary balance sheet data as of June 29, 2014 are derived from our unaudited consolidated financial statements included in our Form 10-Q for the quarterly period ended June 29, 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.

**Table of Contents**

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)			
<b>Statements of Operations Data:</b>				
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
<b>Per Share Data:</b>				
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
<b>Supplemental Financial Measures:</b>				
Adjusted EBITDA(5)			\$ 195,157	
Adjusted EBIT(5)			\$ 147,618	

**Table of Contents**

	Twenty-six weeks ended	
	June 30, 2013	June 29, 2014
	(in thousands, except per share data)	
<b>Statements of Operations Data:</b>		
Net sales	\$ 1,196,061	\$ 1,466,416
Cost of sales, buying and occupancy	835,114	1,018,509
Gross profit	360,947	447,907
Direct store expenses	237,646	281,386
Selling, general and administrative expenses	37,452	45,579
Store pre-opening costs	4,017	3,367
Store closure and exit costs	1,708	333
Income from operations	80,124	117,242
Interest expense	(21,556)	(12,987)
Other income	244	196
Loss on extinguishment of debt	(8,175)	
Income before income taxes	50,637	104,451
Income tax provision	(20,052)	(40,567)
Net income	\$ 30,585	\$ 63,884
<b>Per Share Data:</b>		
Net income per share basic(4)	\$ 0.24	\$ 0.43
Net income per share diluted(4)	\$ 0.24	\$ 0.42
Weighted average shares outstanding basic(4)	125,963	148,720
Weighted average shares outstanding diluted(4)	129,438	153,670
<b>Supplemental Financial Measures:</b>		
Adjusted EBITDA(5)	\$ 104,770	\$ 146,568
Adjusted EBIT(5)	\$ 82,060	\$ 120,211

	Fiscal 2011	Fiscal 2012	Fiscal 2013	Twenty-six weeks ended	
				June 30, 2013	June 29, 2014
<b>Pro forma comparable store sales growth(6)</b>	5.1%	9.7%	10.7%	9.4%	11.1%
<b>Pro forma stores at end of period</b>	138	148	167	160	177
<b>Other Operating Data:</b>					
Stores at beginning of period	43	103	148	148	167
Opened	7	9	19	12	10
Acquired(7)	56	37			
Closed	(3)	(1)			
Stores at end of period	103	148	167	160	177
Gross square feet at end of period	2,721,430	4,064,888	4,582,743	4,389,144	4,867,275
Average store size at end of period (gross square feet)	26,422	27,465	27,442	27,432	27,499

**Balance Sheet Data:**

	As of June 29, 2014 (in thousands)
Cash and cash equivalents	\$ 184,273
Total assets	1,330,928
Total capital and finance lease obligations, including current portion	124,227
Total long-term debt, including current portion	308,332
Total stockholders' equity	611,650

(1) The results of operations for the period from January 3, 2011 through April 18, 2011 reflect the sales and expenses directly attributable to Henry's operations and include allocations of expenses from Henry's previous parent company. These expenses were allocated to Henry's on the basis that was considered to reflect fairly or reasonably the utilization of the services provided to, or the benefit obtained by, Henry's. Historical financial statements for Henry's prior to

## Edgar Filing: Sprouts Farmers Market, Inc. - Form 424B7

April 18, 2011 do not reflect the interest expense or debt Henry's might have incurred if it had been a stand-alone entity. Additionally, we would have expected to incur other expenses not reflected in our historical financial statements prior to April 18, 2011, if Henry's had operated as a stand-alone entity. Commencing on April 18, 2011, our consolidated financial statements also include the financial position, results of operations and cash flows of Sprouts Arizona.

- (2) For the period from April 18, 2011 to May 28, 2012 our consolidated financial statements include the financial position, results of operations and cash flows of Henry's and Sprouts Arizona. Commencing on May 29, 2012, our consolidated financial statements also include the financial position, results of operations and cash flows of Sunflower.

S-10

**Table of Contents**

- (3) The pro forma information gives effect to pro forma adjustments to reflect the April 2013 Refinancing, the issuance of 18,888,889 shares of common stock in our IPO (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 under our Credit Facility as if these events had occurred on the first day of fiscal 2013. This is based on net proceeds of our IPO to us of \$344.1 million (including the exercise of the underwriters' option to purchase additional shares), after deducting \$24.5 million of underwriting discounts and commissions and offering expenses. See Unaudited Pro Forma Condensed Consolidated Financial Information for a presentation of such pro forma financial data for fiscal 2013.
- (4) Pro forma net income per share (basic and diluted) and weighted average shares outstanding (basic and diluted) give effect to the items described in note 3 above as if they had occurred on the first day of fiscal 2013. See Unaudited Pro Forma Condensed Consolidated Financial Information for a presentation of such pro forma financial data for fiscal 2013.
- (5) Adjusted EBITDA is a non-GAAP measure defined as earnings (net income) before interest, taxes, depreciation, amortization and accretion, further adjusted to eliminate the effects of items management does not consider in assessing our ongoing performance. Adjusted EBIT is a non-GAAP measure defined as earnings (net income) before interest and taxes, further adjusted to eliminate the effects of items management does not consider in assessing ongoing performance.

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, 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, none of these non-GAAP measures should be considered as a measure of discretionary cash available to use to reinvest in growth of our business, or as a measure of cash that will be available to meet our obligations. Each of these non-GAAP measures has its limitations as an analytical tool, and you should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP.

The following table shows a reconciliation of adjusted EBITDA and adjusted EBIT to net income for fiscal 2013 and the twenty-six weeks ended June 30, 2013 and June 29, 2014:

	Fiscal 2013	Twenty-six weeks ended (in thousands)	
		June 30, 2013	June 29, 2014
Net income	\$ 51,326	\$ 30,585	\$ 63,884
Add: Income tax provision	32,741	20,052	40,567
Net income before income taxes	84,067	50,637	104,451
Adjustments:			
Costs associated with acquisitions and integration(a)	(15)	(16)	
IPO bonus(b)	3,183		
Loss on extinguishment of debt(c)	18,721	8,175	
Store closure and exit costs(d)	2,051	1,708	333
Loss on disposal of assets(e)	412	6	994
Secondary offering expenses including employment taxes on option exercises(f)	2,014		1,446
Total adjustments	26,366	9,873	2,773
Interest expense, net	37,185	21,550	12,987
Adjusted EBIT	147,618	82,060	120,211
Depreciation, amortization and accretion	47,539	22,710	26,357
Adjusted EBITDA	\$ 195,157	\$ 104,770	\$ 146,568

- (a) **Costs associated with integration** represent the costs to integrate the combined businesses resulting from the Transactions. These expenses include professional fees and severance, which we exclude from our adjusted EBITDA and adjusted EBIT to provide period-to-period



## Edgar Filing: Sprouts Farmers Market, Inc. - Form 424B7

comparability of our operating results because management believes these costs do not directly reflect the ongoing performance of our store operations.

- (b) **IPO bonus** represents bonuses related to the IPO paid to our team members, which are included in selling, general and administrative expenses.

S-11

**Table of Contents**

- (c) **Loss on extinguishment of debt** represents the portion of previously recorded deferred financing costs and original issue discounts written off in connection with the refinancing of debt. The amount for fiscal 2013 also includes \$0.5 million related to the renegotiation of a store lease that was classified as a financing lease obligation. We exclude losses on extinguishment of debt from our adjusted EBITDA and adjusted EBIT to provide period-to-period comparability of our operating results because management believes these costs do not directly reflect the ongoing performance of our store operations.
  - (d) **Store closure and exit costs** have been excluded from our adjusted EBITDA and adjusted EBIT. Store closure and exit costs in fiscal 2013 include charges related to the closure of a former Sunflower warehouse, and adjustments to sublease estimates for stores and facilities already closed. For the twenty-six weeks ended June 30, 2013, these consist primarily of the costs to close a former Sunflower warehouse following the Sunflower Transaction and adjustments to sublease estimates for stores and facilities already closed. For the twenty-six weeks ended June 29, 2014, these costs included relocation of one store, the benefit of the write-off of a liability related to our former warehouse and ongoing expenses related to prior closures.
  - (e) **Loss on disposal of assets** represents the loss recorded in connection with the disposal of property and equipment. We exclude gains and losses on disposals of assets from our adjusted EBITDA and adjusted EBIT to provide period-to-period comparability of our operating results because management believes these costs do not directly reflect the ongoing performance of our store operations.
  - (f) **Secondary offering expenses including employment taxes on option exercises** represents expenses we incurred in the December Secondary Offering and the April Secondary Offering and employment taxes paid by the Company in connection with options exercised in those offerings. We have excluded these items from our adjusted EBITDA and adjusted EBIT to provide period-to-period comparability of our operating results because management believes these costs do not directly reflect the performance of our store operations.
- (6) Pro forma comparable store sales growth reflects comparable store sales growth calculated as if the Transactions had been consummated prior to all reported periods. Our practice is to include net 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 net sales from a closed store from comparable store sales on the day of closure. We include net 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. We use pro forma comparable store sales to calculate pro forma comparable store sales growth. A reconciliation of pro forma net sales to net sales and a presentation of pro forma comparable store sales growth are as follows for the periods indicated:

**Supplemental Pro Forma Data - Net Sales**

	Fiscal 2011	Fiscal 2012	Fiscal 2013	Twenty-six weeks ended	
				June 30, 2013	June 29, 2014
	(dollars in thousands)				
Net sales - actual	\$ 1,105,879	\$ 1,794,823	\$ 2,437,911	\$ 1,196,061	\$ 1,466,416
Pro forma adjustments(a)	616,776	196,140			
<b>Pro forma net sales</b>	<b>\$ 1,722,655</b>	<b>\$ 1,990,963</b>	<b>\$ 2,437,911</b>	<b>\$ 1,196,061</b>	<b>\$ 1,466,416</b>
Pro forma comparable store sales growth(b)	5.1%	9.7%	10.7%	9.4%	11.1%

- (a) Pro forma adjustments reflect the net sales of Sprouts Arizona and Sunflower for all periods reported.
- (b) Pro forma comparable store sales growth is calculated including all stores acquired in the Transactions for all periods reported.

- (7) As a result of a change in reporting entity from Henry's to us in fiscal 2011, we acquired 56 Sprouts Arizona stores in the Henry's Transaction. We acquired 37 Sunflower stores in the Sunflower Transaction in fiscal 2012.

**Table of Contents**

**RISK FACTORS**

*Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below and under Risk Factors in our Form 10-K and Forms 10-Q, together with all of the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, including our consolidated financial statements and related notes, before deciding whether to purchase shares of our common stock. Any of these risks could materially and adversely affect our business, operating results, financial condition, or prospects and cause the value of our common stock to decline, which could cause you to lose all or part of your investment.*

**Risks Related to this Offering and Ownership of our Common Stock**

*The large number of shares eligible for public sale could depress the market price of our common stock.*

The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market, and the perception that these sales could occur may depress the market price. We had 149,856,857 shares of common stock outstanding as of August 12, 2014. Of these shares, the 58,075,000 shares of our common stock sold in the IPO, the December Secondary Offering and the April Secondary Offering are, and all shares sold in this offering will be, freely tradable, except for any shares purchased by our affiliates as defined in Rule 144 under the Securities Act of 1933, as amended (referred to as the Securities Act ).

The remaining shares of our common stock outstanding after this offering are subject to the terms of a stockholders agreement by and among us and holders of all of the outstanding shares of our common stock prior to our IPO (referred to as the Stockholders Agreement ), and in the case of our executive officers and directors and the selling stockholders, lock-up agreements to be entered into in connection with this offering. Under these agreements, such shares may not be transferred prior to the date that is 60 days after the date of this prospectus supplement, subject to extension in certain circumstances. After the expiration of such restrictions, stockholders who are not affiliates at the time of, and were not affiliates during the 90 days preceding, a sale, may sell in the public markets without restriction. Stockholders who are affiliates at the time of, or were affiliates at any time during the 90 days preceding, a sale, would be subject to Rule 144, including the volume restrictions of Rule 144 (but not the holding period requirement). The Apollo Funds have the ability to require us to register shares of our common stock held by them for resale, and the registration statement of which this prospectus supplement and the accompanying prospectus are part would also be available for future registered offers and sales by the Apollo Funds.

We have registered all shares of common stock that we may issue under our incentive plans. They can be freely sold in the public market upon issuance, subject to volume limitations applicable to affiliates and the lock-up arrangements described above.

Sales of common stock as restrictions end may make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

In the future, we may also issue our securities in connection with a capital raise or acquisitions. The amount of shares of our common stock issued in connection with a capital raise or acquisition could constitute a material portion of our then-outstanding shares of common stock, which would result in dilution.

**Table of Contents**

*Certain underwriters are affiliates of our controlling stockholder and have interests in this offering beyond customary underwriting discounts and commissions.*

Apollo Global Securities, LLC, an underwriter of this offering, is an affiliate of Apollo, our controlling stockholder. Because Apollo beneficially owns more than 10% of our outstanding common stock, a conflict of interest is deemed to exist under FINRA Rule 5121(f)(5)(B). In addition, a conflict of interest is also deemed to exist under Rule 5121(f)(5)(C) because affiliates of Apollo Global Securities, LLC will receive more than 5% of the net proceeds of this offering. Accordingly, we intend that this offering will be made in compliance with the applicable provisions of Rule 5121. In particular, pursuant to Rule 5121, the appointment of a qualified independent underwriter is not necessary because our common stock has a bona fide public market as defined in Rule 5121(f)(3). However, in accordance with Rule 5121, Apollo Global Securities, LLC will not sell our common stock to a discretionary account without receiving written approval from the account holder. See Underwriting Conflicts of Interest.

**Table of Contents**

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference, including the sections entitled Prospectus Supplement Summary and Risk Factors, contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (referred to as the Exchange Act). All statements other than statements of historical facts contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, including statements regarding our future operating results and financial position, business strategy, and plans and objectives of management for future operations, are forward-looking statements. In many cases, you can identify forward-looking statements by terms such as may, should, expects, plans, anticipates, could, intends, target, projects, contemplates, believes, estimates, continue or the negative of these terms or other similar expressions.

The forward-looking statements contained or incorporated by reference in this prospectus supplement or the accompanying prospectus reflect our views as of the dates of such statements about future events and are subject to risks, uncertainties, assumptions, and changes in circumstances that may cause our actual results, performance, or achievements to differ significantly from those expressed or implied in any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future events, results, performance, or achievements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, without limitation, those factors described in Risk Factors in this prospectus supplement and our Form 10-K and Forms 10-Q incorporated by reference herein and Management's Discussion and Analysis of Financial Condition and Results of Operations in our Form 10-K and Forms 10-Q incorporated by reference herein. Some of the key factors that could cause actual results to differ from our expectations include the following:

the competitive nature of the industry in which we conduct our business;

our ability to open new stores;

our ability to maintain or increase comparable store sales;

the potential for our newly opened stores to negatively impact our financial results in the short or long term;

our ability to maintain or improve operating margins;

disruptions in the supply of produce or fresh, natural and organic products;

our ability to identify market trends and react to changing consumer preferences;

the impact of quality or food safety concerns;

our exposure to lawsuits relating to the products we sell;

our ability to maintain our brand value and reputation;

## Edgar Filing: Sprouts Farmers Market, Inc. - Form 424B7

the geographic concentration of our stores;

disruption of significant supplier relationships;

significant interruptions in the operations of our distribution centers or supply chain network;

the effects of government regulation;

liabilities arising out of our nutrition-oriented educational activities;

the failure of our information technology systems;

S-15

**Table of Contents**

general economic conditions affecting consumer spending;

the occurrence of a widespread health epidemic;

increased commodity prices and lack of availability;

increased energy costs;

increases in the cost of our marketing, advertising, and promotional activities;

our inability to protect our intellectual property;

changes in accounting standards;

the outcome of litigation against us;

our ability to accurately estimate claims under our insurance plans;

our high level of fixed lease obligations;

our ability to satisfy our lease obligations;

the retention of key management;

our ability to attract, train and retain store team members;

the effect of increased labor costs;

union organization activities;

our ability to raise additional capital to finance the growth of our business;

our ability to service our debt obligations;

restrictions in our debt agreements;

increased costs as the result of being a public company;

the limited experience of our management in managing a public company;

our ability to maintain effective internal control over financial reporting; and

the potential for our goodwill to become impaired.

Readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on these forward-looking statements. All of the forward-looking statements we have included or incorporated by reference in this prospectus supplement or the accompanying prospectus are based on information available to us on the date of such statements. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as otherwise required by law.

S-16



**Table of Contents****USE OF PROCEEDS**

The selling stockholders will receive all of the net proceeds from the sale of the shares offered hereby. We will not receive any proceeds from this offering. Certain of the selling stockholders will exercise options to purchase all or a portion of the shares they are offering hereby. Any proceeds we receive from the exercise of such options will be used by us for general corporate purposes.

In connection with this offering, we will incur certain issuance costs, consisting of various registration, printing and professional services fees. We will expense these costs as incurred.

**MARKET PRICE RANGE OF COMMON STOCK**

Our common stock began trading on the NASDAQ Global Select Market under the symbol SFM on August 1, 2013. Prior to that date, there was no public market for our common stock. The price range per share of common stock presented below represents the highest and lowest sales prices for our common stock on the NASDAQ Global Select Market for each quarterly period since our IPO.

	<b>High</b>	<b>Low</b>
<b>2013</b>		
Third quarter	\$ 46.31	\$ 33.00
Fourth quarter	\$ 49.45	\$ 35.58
<b>2014</b>		
First quarter	\$ 40.09	\$ 33.92
Second quarter	\$ 38.35	\$ 25.73
Third quarter (through August 12, 2014)	\$ 33.18	\$ 29.11

The closing price of our common stock as of August 12, 2014 was \$30.31 per share, and the number of stockholders of record of our common stock as of August 12, 2014 was 529. This number excludes stockholders whose stock is held in nominee or street name by brokers.

**DIVIDEND POLICY**

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.

**Table of Contents****CAPITALIZATION**

The following table sets forth our cash and cash equivalents and capitalization as of June 29, 2014.

In connection with this offering we will incur certain issuance costs, consisting of various registration, printing and professional services fees. We will expense these costs as incurred.

You should read this table together with 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 or the accompanying prospectus.

	<b>As of June 29, 2014</b>	
	<b>(in thousands, except share data)</b>	
Cash and cash equivalents	\$	184,273
Capital and finance lease obligations, including current portion	\$	124,227
Long-term debt, including current portion		308,332
Stockholders' equity:		
Undesignated preferred stock, \$0.001 par value; 10,000,000 shares authorized, no shares issued and outstanding		
Common stock, \$0.001 par value; 200,000,000 shares authorized; 149,743,668 shares issued and outstanding		149
Additional paid-in capital		513,120
Retained earnings		98,381
Total stockholders' equity		611,650
Total capitalization	\$	1,044,209

In connection with the closing of this offering, selling stockholders will exercise 599,808 stock options to acquire newly-issued shares of common stock to be sold in this offering. If the underwriters' option to acquire up to 2,250,000 additional shares is exercised in full, an additional 108,802 shares of common stock will be issued upon the exercise of stock options and sold in the offering.

**Table of Contents**

**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION**

The following unaudited pro forma condensed consolidated financial information presents the unaudited pro forma condensed consolidated statement of operations for fiscal 2013 after giving effect to the transactions and adjustments as described in the accompanying notes.

The unaudited pro forma condensed consolidated financial information includes our historical results of operations after giving pro forma effect to our April 2013 Refinancing and the issuance of 18,888,889 shares of common stock in our IPO (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 as described herein (referred to collectively as the Pro Forma Offering and presented as Pro Forma Sprouts Farmers Market, Inc. in the unaudited pro forma condensed consolidated financial information). The unaudited pro forma condensed consolidated statement of operations for fiscal 2013 reflects the Pro Forma Offering as if it occurred on December 31, 2012, the first day of fiscal 2013.

The historical financial information has been adjusted to give pro forma effect to events that are directly attributable to the Pro Forma Offering, have an ongoing effect on our statement of operations and are factually supportable. Our unaudited pro forma condensed consolidated financial information and explanatory notes present how our financial statements may have appeared had our capital structure reflected the above transactions as of the dates noted above.

The unaudited pro forma condensed consolidated financial information was prepared in accordance with Article 11 of Regulation S-X, using the assumptions set forth in the notes to the unaudited pro forma condensed consolidated financial information. The following unaudited pro forma condensed consolidated financial information is presented for illustrative purposes only and does not purport to reflect the results the consolidated company may achieve in future periods or the historical results that would have been obtained had the above transactions been completed as of December 31, 2012. The unaudited pro forma condensed consolidated statement of operations does not include certain nonrecurring charges and the related tax effects which result directly from the Pro Forma Offering as described in the notes to the unaudited pro forma condensed consolidated financial information.

The unaudited pro forma condensed consolidated financial information is derived from and should be read in conjunction with our historical financial statements and related notes incorporated by reference from our Form 10-K into this prospectus supplement and the accompanying prospectus.

**Table of Contents****SPROUTS FARMERS MARKET, INC.****UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS****For the Fiscal Year Ended December 29, 2013****(in thousands, except per share amounts)**

	<b>Historical Sprouts Farmers Market, Inc.(1)</b>	<b>Pro Forma Adjustment for Pro Forma Offering(2)</b>	<b>Notes</b>	<b>Pro Forma Sprouts Farmers Market, Inc.(2)</b>
Net sales	\$ 2,437,911	\$		\$ 2,437,911
Cost of sales, buying and occupancy	1,712,644			1,712,644
Gross profit	725,267			725,267
Direct store expenses	496,183			496,183
Selling, general and administrative expenses	81,795			81,795
Store pre-opening costs	5,734			5,734
Store closure and exit costs	2,051			2,051
Income from operations	139,504			139,504
Interest expense	(37,203)	8,964	(2)(a)	(28,239)
Other income	487			487
Loss on extinguishment of debt	(18,721)	17,208	(2)(b)	(1,513)
Income before income taxes	84,067	26,172		110,239
Income tax (provision) benefit	(32,741)	(10,207)	(2)(c)	(42,948)
Net income	\$ 51,326	\$ 15,965		\$ 67,291
<b>Per Share Information:</b>				
Net income basic	\$ 0.38		(2)(d)	\$ 0.46
Net income diluted	\$ 0.37		(2)(d)	\$ 0.44
<b>Weighted Average Shares:</b>				
Basic	134,622		(2)(d)	145,624
Diluted	139,765		(2)(d)	151,436

The accompanying notes are an integral part of, and should be read in conjunction with, this unaudited pro forma condensed consolidated financial information.

**Table of Contents**

**SPROUTS FARMERS MARKET, INC.**

**NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION**

**1. Basis of Presentation and Description of Transactions**

In April 2013, we completed the April 2013 Refinancing, which consisted of a refinancing of our debt, a distribution to our equity holders of \$282 million and payments to vested option holders of \$13.9 million. In conjunction with our IPO, we used proceeds received in the offering to repay \$340.0 million of our existing indebtedness, which is further reflected in these unaudited pro forma condensed consolidated financial statements. For further information about the April 2013 Refinancing and the \$340.0 million repayment, see Note 13 to our audited consolidated financial statements included in our Form 10-K incorporated by reference into this prospectus supplement.

The historical Sprouts Farmers Market, Inc. results of operations for fiscal 2013 are derived from our audited consolidated financial statements included in our Form 10-K incorporated by reference into this prospectus supplement.

**2. Pro Forma Sprouts Farmers Market, Inc.**

The Pro Forma Sprouts Farmers Market, Inc. condensed consolidated statement of operations data for fiscal 2013 reflects the pro forma effect of the April 2013 Refinancing and the issuance of 18,888,889 shares of common stock in our IPO (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 as described herein as if these events had occurred on the first day of fiscal 2013, as follows:

- (a) The pro forma adjustment to interest expense represents the decrease in pro forma interest expense on the Credit Facility related to the repayment on our Credit Facility. The pro forma adjustment of \$9.0 million is based on an effective interest rate of 4.0%, which reflects the 0.5% reduction in the applicable interest rate upon completion of our IPO.
- (b) The pro forma adjustment to loss on extinguishment of debt includes \$8.2 million related to our April 2013 Refinancing and \$9.0 million related to the \$340.0 million repayment discussed above.
- (c) The pro forma adjustment to income tax (provision) benefit is derived by applying a blended federal and state statutory tax rate of 39.0% to the pro forma adjustment to interest expense and loss on extinguishment of debt described above.
- (d) Pro forma net income per weighted average basic and diluted shares outstanding gives effect to the issuance of 18,888,889 shares of common stock in our IPO (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).

**Table of Contents**

**PRINCIPAL AND SELLING STOCKHOLDERS**

The following table sets forth information regarding the beneficial ownership of our common stock as of August 12, 2014 by the following:

each of our directors and named executive officers;

all of our directors and executive officers as a group;

each person, or group of affiliated persons, who is known by us to beneficially own more than 5% of our common stock; and

each selling stockholder.

Beneficial ownership is determined according to the rules of the SEC and generally means that a person has beneficial ownership of a security if he, she, or it possesses sole or shared voting or investment power of that security, including options that are currently exercisable or exercisable within 60 days of August 12, 2014. Shares issuable pursuant to options are deemed outstanding for computing the percentage of the person holding such options, but are not outstanding for computing the percentage of any other person. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons named in the table below have sole voting and investment power with respect to all shares of common stock shown that they beneficially own, subject to community property laws where applicable. The information does not necessarily indicate beneficial ownership for any other purpose.

The information contained in the table below assumes no exercise by the underwriters of their option to purchase an additional 2,250,000 shares of common stock from the selling stockholders.

Our calculation of the percentage of beneficial ownership is based on 149,856,857 shares of common stock outstanding as of August 12, 2014. The percentage beneficially owned after the offering gives effect to the issuance of 599,808 shares to certain selling stockholders upon exercise of stock options in connection with the consummation of this offering, which shares are being sold by such selling stockholders in this offering.

**Table of Contents**

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Sprouts Farmers Market, Inc., 11811 N. Tatum Boulevard, Suite 2400, Phoenix, Arizona 85028 and the address of each selling stockholder and each person who may be deemed a beneficial owner of the shares held thereby is c/o Weiss Brown PLLC, 6263 N. Scottsdale Road, Suite 340, Scottsdale, Arizona 85250, Attn: Scott K. Weiss.

Name of Beneficial Owner	Number of Shares Beneficially Owned Before the Offering(1)	Percentage Beneficially Owned Before the Offering	Number of Shares to be Sold in the Offering(1)	Percentage Beneficially Owned to be Sold in the Offering	Number of Shares Beneficially Owned After the Offering(1)	Percentage Beneficially Owned After the Offering
<b>Named Executive Officers and Directors:</b>						
J. Douglas Sanders(2)	1,863,921	1.2%			1,863,921	1.2%
Amin N. Maredia (3)	459,066	*	105,760	*	353,306	*
James L. Nielsen(4)	380,691	*	105,760	*	274,931	*
Brandon F. Lombardi(5)	156,298	*			156,298	*
Stephen D. Black(6)	61,666	*	28,676	*	32,990	*
Andrew S. Jhawar						
Shon A. Boney(7)	1,539,368	1.0%			1,539,368	1.0%
Joseph Fortunato(8)	46,310	*			46,310	*
Terri Funk Graham(9)	8,810	*			8,810	*
George G. Golleher(10)	452,905	*	54,780	*	398,125	*
Lawrence P. Molloy(11)	28,810	*			28,810	*
Steven H. Townsend(12)	43,810	*			43,810	*
All directors and executive officers as a group (14 persons)	5,120,626	3.3%	294,976	*	4,825,650	3.1%
<b>5% Stockholders:</b>						
Apollo Funds(13)	45,633,699	30.5%	10,968,682	7.3%	34,665,017	23.0%
Premier Grocery, Inc.(14)	9,733,511	6.5%	1,460,027	*	8,273,484	5.5%
<b>Other Selling Stockholders:</b>						
James B. Allen III(15)	38,399	*	9,229	*	29,170	*
Donald R. Arnold(16)	6,664	*	1,601	*	5,063	*
Ball Revocable Family Trust UTD 3/8/96(17)	17,329	*	4,165	*	13,164	*
Everett Barker(18)(19)	22,816	*	5,317	*	17,499	*
Behrenhausen Brown Family Trust, dated 4/7/03(20)	176,193	*	33,047	*	143,146	*
Scott Bender(18)(21)	12,991	*	3,041	*	9,950	*
Donna Berlinski(18)(22)	89,540	*	21,920	*	67,620	*

**Table of Contents**

<b>Name of Beneficial Owner</b>	<b>Number of Shares Beneficially Owned Before the Offering(1)</b>	<b>Percentage Beneficially Owned Before the Offering</b>	<b>Number of Shares to be Sold in the Offering(1)</b>	<b>Percentage Beneficially Owned to be Sold in the Offering</b>	<b>Number of Shares Beneficially Owned After the Offering(1)</b>	<b>Percentage Beneficially Owned After the Offering</b>
Clark F. Bixby	7,267	*	1,600	*	5,667	*
Rodney A. Bonds(18)(23)	57,198	*	23,126	*	34,072	*
Boyle Family Revocable Trust DTD 9/7/07(24)	15,813	*	1,500	*	14,313	*
Elizabeth A. Brinton(18)(25)	2,399	*	1,375	*	1,024	*
Seth R. Brown(18)(26)	625,525	*	123,914	*	501,611	*
Sherryl Brown 2012 Irrevocable Trust DTD 12/18/12(27)	253,186	*	49,118	*	204,068	*
Glade Campbell(18)(28)	95,935	*	26,019	*	69,916	*
Darrell Christensen	69,317	*	16,661	*	52,656	*
Dennis P. Clyde(18)(29)	48,461	*	11,565	*	36,896	*
Elizabeth A. Coffeen	79,286	*	10,000	*	69,286	*
Kimberly A. Coffin(18)(30)	24,922	*	12,950	*	11,972	*
Joseph Conn(18)(31)	22,930	*	9,250	*	13,680	*
Travis Craighead(18)(32)	29,604	*	3,333	*	26,271	*
Thomas Critz(18)(33)	44,643	*	4,242	*	40,401	*
Matthew Cunningham	16,511	*	3,302	*	13,209	*
Eric Davidson(18)(34)	58,213	*	11,959	*	46,254	*
Timothy F. Debevec(18)(35)	58,209	*	13,925	*	44,284	*
Michelle R. Demetrius(18)(36)	6,548	*	3,425	*	3,123	*
DeVore Family Trust, dated 10/10/98(37)	6,029	*	1,449	*	4,580	*
Sean W. Egan(18)(38)	4,407	*	3,126	*	1,281	*
The Eisman Family Trust, DTD 8/27/75(39)	36,000	*	6,000	*	30,000	*
David Finver(18)(40)	16,650	*	5,550	*	11,100	*
The Flanigan Trust, dated May 17, 2000(41)	24,971	*	6,002	*	18,969	*
Jayne Lynn Foulds	33,021	*	3,000	*	30,021	*
Stephen C. and Susan L. Foulds(42)	20,638	*	4,961	*	15,677	*
Thomas R. Foulds(18)(43)	252,999	*	36,666	*	216,333	*
Corey S. Fowler(18)	16,511	*	3,969	*	12,542	*
John-Paul and Katherine Franklin	4,020	*	966	*	3,054	*
Norman and Kathleen Frazier(44)	60,010	*	2,519	*	57,491	*



**Table of Contents**

<b>Name of Beneficial Owner</b>	<b>Number of Shares Beneficially Owned Before the Offering(1)</b>	<b>Percentage Beneficially Owned Before the Offering</b>	<b>Number of Shares to be Sold in the Offering(1)</b>	<b>Percentage Beneficially Owned to be Sold in the Offering</b>	<b>Number of Shares Beneficially Owned After the Offering(1)</b>	<b>Percentage Beneficially Owned After the Offering</b>
The Gange 2000 Trust(45)	42,102	*	10,120	*	31,982	*
Bryan D. Gillespie(18)(46)	799	*	192	*	607	*
Robert D. Gillespie	17,329	*	2,600	*	14,729	*
Stephen R. Gillespie	17,329	*	2,600	*	14,729	*
Michael Gilliland(47)	4,294,111	2.9%	405,000	*	3,889,111	2.6%
The Ian Patrick Gilliland Trust under the Cook 1996 Annuity Trust(48)	41,949	*	6,000	*	35,949	*
The Stella Elizabeth Gilliland Trust under the Cook 1996 Annuity Trust(49)	41,949	*	6,000	*	35,949	*
Randall Gorman(50)	3,850	*	925	*	2,925	*
Mark P. Goss(50)	17,329	*	4,165	*	13,164	*
David Graves(50)	6,665	*	1,602	*	5,063	*
Clay and Ellen Guenther	9,021	*	1,353	*	7,668	*
David A. Guido	22,224	*	2,000	*	20,224	*
John S. Hansen(18)(51)	56,993	*	23,126	*	33,867	*
Alan L. Harris Separate Property Trust(52)	34,585	*	8,313	*	26,272	*
Christine H. Harris Separate Property Trust(53)	10,356	*	2,489	*	7,867	*
Kelly L. Hartford	8,255	*	1,235	*	7,020	*
Harvey Equity Partners, LLC(54)	177,643	*	17,405	*	160,238	*
Head Management Investments, LLC(55)	127,232	*	30,582	*	96,650	*
HomesRW, Inc. Profit Sharing Plan(56)	3,333	*	801	*	2,532	*
David L. Horowitz(57)	3,818,595	2.5%	3,364	*	3,815,231	2.5%
Huber Decedent's Trust U/A DTD 5/24/96(58)	11,313	*	2,719	*	8,594	*
Judy Hudek	22,628	*	5,000	*	17,628	*
Richard Innes(18)(59)	12,473	*	5,550	*	6,923	*
Jeffries-Fleeman 2011 Trust(60)	15,690	*	3,771	*	11,919	*
Kimberlee Johnson	30,656	*	4,500	*	26,156	*
Kenneth Jones(50)	2,348	*	564	*	1,784	*

S-25

**Table of Contents**

Name of Beneficial Owner	Number of Shares Beneficially Owned Before the Offering(1)	Percentage Beneficially Owned Before the Offering	Number of Shares to be Sold in the Offering(1)	Percentage Beneficially Owned to be Sold in the Offering	Number of Shares Beneficially Owned After the Offering(1)	Percentage Beneficially Owned After the Offering
The Andrew Marc Kaplan Trust, dated October 13, 2010(61)	22,628	*	5,000	*	17,628	*
Eric D. Kee(18)(62)	23,220	*	5,317	*	17,903	*
Kent Family Trust(63)	20,190	*	4,853	*	15,337	*
Preston D. Kessler(64)	94,664	*	7,937	*	86,727	*
Michael D. Klingseis(18)(65)	13,578	*	3,191	*	10,387	*
KMCP Grocery Investors, LLC and affiliates(66)	5,700,716	3.8%	696,890	*	5,003,826	3.3%
Konecki Family Trust DTD 2/23/99(67)	5,332	*	1,282	*	4,050	*
Mary F. Kusy Trust(68)	39,590	*	9,516	*	30,074	*
Linda Lambson(18)(69)	19,538	*	7,770	*	11,768	*
Quyen Leba	459	*	110	*	349	*
Lichtsinn Living Trust DTD 5/20/92(70)	3,578	*	860	*	2,718	*
Diana Lucas(18)(71)	78,945	*	22,092	*	56,853	*
Neil Malkus(72)	264,196	*	3,000	*	261,196	*
Todd Malkus	69,317	*	16,661	*	52,656	*
James Richard and Susan Ann Martin Revocable Living Trust(73)	4,053	*	974	*	3,079	*
Sylvia and Richard Marquez(18)(74)	79,196	*	10,634	*	68,562	*
William A. McGregor(18)(75)	36,208	*	8,662	*	27,546	*
Orlando Mendez(18)(76)	22,120	*	5,317	*	16,803	*
Mark Miale(18)(77)	26,376	*	19,538	*	6,838	*
Chad C. Miller(18)(78)	161,786	*	16,994	*	144,792	*
Patti T. Milligan(79)	48,663	*	11,696	*	36,967	*
Alex J. and Joan J. Mincks(80)	254,318	*	57,557	*	196,761	*
Jared M. Nichelson(81)	6,540	*	1,572	*	4,968	*
Jack Nielsen	26,788	*	6,439	*	20,349	*
Scott North(18)(82)	9,984	*	5,625	*	4,359	*
Nubian Sage Enterprises(83)	1,848	*	444	*	1,404	*
James D. Ogsbury	5,199	*	1,250	*	3,949	*
Trevor J. Olson	6,665	*	1,602	*	5,063	*

**Table of Contents**

Name of Beneficial Owner	Number of Shares Beneficially Owned Before the Offering(1)	Percentage Beneficially Owned Before the Offering	Number of Shares to be Sold in the Offering(1)	Percentage Beneficially Owned to be Sold in the Offering	Number of Shares Beneficially Owned After the Offering(1)	Percentage Beneficially Owned After the Offering
Upendra H. Patel Trust Restated Revocable Trust, dated December 13, 1995(84)	69,316	*	16,661	*	52,655	*
PhilanthroPiec Foundation, Inc.(85)	293,621	*	40,000	*	253,621	*
Pollack Family Trust, dated May 28, 1987(86)	19,535	*	4,696	*	14,839	*
Brian Roberts(18)(87)	97,035	*	23,126	*	73,909	*
Dennis W. Rodriguez(18)(88)	85,186	*	20,123	*	65,063	*
Paul Roman	6,839	*	1,000	*	5,839	*
Stuart and Joan Rubin Trust, DTD 2/8/90(89)	262,600	*	60,139	*	202,461	*
Marilyn Schoenike(50)	3,554	*	700	*	2,854	*
Kevin Seei(18)(90)	56,778	*	13,648	*	43,130	*
Jenefer Siwek(18)(91)	3,145	*	455	*	2,690	*
Chad M. Smith(18)(92)	49,322	*	10,000	*	39,322	*
Harold and Patricia Snyder Family Trust, dated 8/23/94(93)	9,043	*	2,174	*	6,869	*
Lauren and Michael Sommer	82,550	*	16,510	*	66,040	*
Eric Stover(18)(94)	109,068	*	37,001	*	72,067	*
Jeffrey D. and Monica L. Strong(95)	9,641	*	2,317	*	7,324	*
Andrew Sun	34,658	*	8,331	*	26,327	*
Kenneth A. and Kim Swanson(18)(96)	69,232	*	16,641	*	52,591	*
Myron C. and Nancy R. Tveit(97)	80,001	*	19,229	*	60,772	*
Gary A. Vaccaro	7,260	*	1,745	*	5,515	*
Robert J. Wein(50)	8,255	*	1,984	*	6,271	*
Robert Whitely(18)(98)	3,226	*	1,375	*	1,851	*
David Wilcox(18)(99)	23,184	*	5,317	*	17,867	*
Quinn P. Williams	14,064	*	3,332	*	10,732	*
Wing Family Trust(100)	16,886	*	4,059	*	12,827	*
Ziment Family Trust DTD 12/17/09(101)	4,998	*	1,201	*	3,797	*

\* Less than 1% of the outstanding shares of common stock

\*\* Also a Selling Stockholder

(1) Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of our

**Table of Contents**

common stock subject to options or warrants held by that person that are currently exercisable or exercisable within 60 days of August 12, 2014 are deemed outstanding, but are not deemed outstanding for computing the percentage ownership of any other person. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to such securities.

- (2) The amount listed includes (a) 119,911 shares of common stock, and (b) 1,744,010 shares issuable upon exercise of stock options.
- (3) The amount listed includes (a) 210,000 shares of common stock held by Amin Maredia Family Growth Fund, L.P., of which 100,000 shares are being sold hereunder, and (b) 249,066 shares issuable upon exercise of stock options. Mr. Maredia is exercising options to purchase 5,760 shares and is selling such shares in this offering. Mr. Maredia serves as the President of Maredia Management, Inc., which is the general partner of the Amin Maredia Family Growth Fund, L.P. and (i) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (ii) has shared voting and investment power with respect to such shares.
- (4) The amount listed includes (a) 1,000 shares of common stock, and (b) 379,691 shares issuable upon exercise of stock options. Mr. Nielsen is exercising options to purchase 105,760 shares and is selling such shares in this offering.
- (5) The amount listed includes (a) 7,500 shares of common stock, and (b) 148,798 shares issuable upon exercise of stock options.
- (6) Represents 61,666 shares issuable upon exercise of stock options. Mr. Black is exercising options to purchase 28,676 shares and is selling such shares in this offering.
- (7) Represents shares issuable upon exercise of stock options. Excludes 9,733,511 shares owned of record by Premier Grocery, Inc. Mr. Boney currently has no power to individually direct the voting or disposition of such shares, and accordingly, no beneficial ownership of such shares. See Note (14) below.
- (8) The amount listed includes (a) 42,500 shares of common stock, and (b) 3,810 shares issuable upon exercise of stock options.
- (9) The amount listed includes (a) 5,000 shares of common stock, and (b) 3,810 shares issuable upon exercise of stock options.
- (10) The amount listed includes (a) 225,000 shares of common stock, and (b) 227,905 shares issuable upon exercise of stock options. Mr. Golleher is exercising options to purchase 54,780 shares and is selling such shares in this offering.
- (11) The amount listed includes (a) 25,000 shares of common stock, and (b) 3,810 shares issuable upon exercise of stock options.
- (12) The amount listed includes (a) 40,000 shares of common stock, and (b) 3,810 shares issuable upon exercise of stock options.
- (13) Based upon information contained in Schedule 13G filed by the beneficial owner with the SEC on February 13, 2014. The amount reported includes shares held of record by AP Sprouts Holdings, LLC ( Holdings LLC ), AP Sprouts Holdings (Overseas), L.P. ( Holdings Overseas ), AP Sprouts Incentive, LLC ( Sprouts Incentive ), AP Sprouts Coinvest, LLC ( Sprouts Coinvest ) and AP Sprouts Management, LLC ( Sprouts Management ) and, together with Holdings, LLC, Holdings Overseas, Sprouts Incentive and Sprouts Coinvest, the Apollo Funds ). AP Sprouts Holdings (Overseas) GP, LLC ( Holdings Overseas GP ) is the general partner of Holdings Overseas. Apollo Investment Fund VI, L.P. ( AIF VI ) is the sole member of Holdings LLC. Apollo Advisors VI, L.P. ( Advisors VI ) is the general partner of AIF VI. Apollo Capital Management VI, LLC ( ACM VI ) is the general partner of Advisors VI, and Apollo Principal Holdings I, L.P. ( Principal I ) is the sole member and manager of ACM VI. Apollo Principal Holdings I GP, LLC ( Principal I GP ) is the general partner of Principal I. Apollo Management VI, L.P. ( Management VI ) is the manager of Holdings LLC, Holdings Overseas GP, Sprouts Incentive, Sprouts Coinvest, Sprouts Management and AIF VI. AIF VI Management, LLC ( AIF VI LLC ) is the general partner of Management VI. Apollo Management, L.P. ( Apollo Management ) is the sole member and manager of AIF VI LLC, and Apollo Management GP, LLC ( Apollo Management GP ) is the general partner of Apollo Management. Apollo Management Holdings, L.P. ( Management Holdings ) is the sole member and manager of each of International GP and Apollo Management GP, and Apollo Management Holdings GP, LLC ( Management Holdings

---

**Table of Contents**

GP ) is the general partner of Management Holdings. Leon Black, Joshua Harris and Marc Rowan are the managers of Principal I GP, and the managers, as well as executive officers, of Management Holdings GP, and as such may be deemed to have voting and dispositive control over the shares of our common stock held by the Apollo Funds.

Each of the Apollo Funds disclaims beneficial ownership of all shares of our common stock and any other equity interests of ours that are held of record or beneficially owned by the other Apollo Funds, and Holdings Overseas GP, AIF VI, Advisors VI, ACM VI, Principal I, Principal I GP, Management VI, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP (collectively, the Apollo Entities ) each disclaims beneficial ownership of all shares of our common stock and any other equity interests of ours that are held of record by the Apollo Funds or beneficially owned by any of the Apollo Funds or the Apollo Entities.

The address of each of Holdings LLC, Holdings Overseas, Sprouts Incentive, Sprouts Coinvest, Sprouts Management, Holdings Overseas GP, AIF VI, Advisors VI, ACM VI, Principal I and Principal I GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The address of each of Management VI, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP, and Messrs. Black, Harris and Rowan, is 9 West 57th Street, 43rd Floor, New York, New York 10019.

- (14) Based upon information contained in Amendment No. 1 to Schedule 13D filed by the beneficial owner with the SEC on December 11, 2013. The Board of Directors of Premier Grocery, Inc., a Nevada corporation, ( PGI ) is comprised of the following four members: Stanley A. Boney, Shon A. Boney, Kevin R. Easler, and Scott T. Wing. The Board of Directors of PGI makes the voting and investment decisions regarding the shares owned by PGI, and a voting or investment decision requires the approval of a majority of the Board. Accordingly, none of the foregoing individuals is deemed a beneficial owner of the shares owned by PGI. PGI was the managing member of Sprouts Arizona from 2001 until 2011. Shon A. Boney served as a member of the Sprouts Arizona Board of Directors from 2002 to 2011 and has served as a member of the Sprouts Board of Directors since 2011. Each of the other members of the Board of PGI previously served in executive management positions with Sprouts Arizona. Amounts listed for PGI exclude (a) 1,539,368 shares beneficially owned by Shon A. Boney (see Note (7) above), and (b) 16,886 shares held by the Wing Family Trust dated October 7, 1996, of which Scott T. Wing serves as a co-trustee (see Note (100) below).
- (15) The amount listed includes (a) 12,383 shares beneficially owned by the selling stockholder and held through an individual retirement account, of which 2,976 are being sold hereunder, and (b) 26,016 shares by the selling stockholder and his spouse, Annette Frei, of which 6,253 are being sold hereunder.
- (16) The amount listed includes (a) 4,998 shares beneficially owned by the selling stockholder and held through an individual retirement account, of which 1,201 are being sold hereunder, and (b) 1,666 shares by The Donald R. Arnold Trust UTD 12/18/06, of which 400 are being sold hereunder.
- (17) Each of the trustees of the Ball Revocable Family Trust UTD 3/8/96, Richard K. Ball and Polly L. Ball, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (18) The selling stockholder is a current or former team member of the Company.
- (19) Represents (a) 300 shares of common stock, and (b) 22,516 shares issuable upon exercise of stock options. Mr. Barker is exercising options to purchase 5,317 shares and is selling such shares in this offering.
- (20) Each of the trustees of the Behrenhausen Brown Family Trust, dated 4/7/03, Douglas H. Brown and Sarah B. Brown, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (21) Represents shares issuable upon exercise of stock options. Mr. Bender is exercising options to purchase 3,041 shares and is selling such shares in this offering.

**Table of Contents**

- (22) Represents (a) 7,000 shares of common stock, of which no shares are being sold hereunder, and (b) 82,540 shares issuable upon exercise of stock options. Ms. Berlinski is exercising options to purchase 21,920 shares and is selling such shares in this offering.
- (23) Represents shares issuable upon exercise of stock options. Mr. Bonds is exercising options to purchase 23,126 shares and is selling such shares in this offering.
- (24) Each of the trustees of the Boyle Family Revocable Trust, dated 9/7/07, Thomas Boyle and Michele Boyle, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (25) Represents shares issuable upon exercise of stock options. Ms. Brinton is exercising options to purchase 1,375 shares and is selling such shares in this offering.
- (26) The amount listed includes (a) 285,426 shares held by Brown & Brown Partnership, of which 68,606 are being sold hereunder, (b) 285,092 shares by The Seth Brown Family Gift Trust dated 11/29/12 ( Brown Gift Trust ), of which 55,308 are being sold hereunder, and (c) 55,007 shares held by Seth Brown individually, of which no shares are being sold hereunder. Brown & Brown Partnership is a New Jersey general partnership. Each of the partners of Brown & Brown Partnership, the Brown Gift Trust and Rhonda Brown (a) may be deemed to have beneficial ownership of the shares owned of record by Brown & Brown Partnership, and (b) has shared voting and investment power with respect to such shares. Seth R. Brown is the sole trustee of the Brown Gift Trust and has beneficial ownership of the shares owned of record by the trust.
- (27) The sole trustee of the Sherryl Brown 2012 Irrevocable Trust, dated 12/18/12, Sherryl Brown, has sole voting and investment power with respect to such shares.
- (28) Represents (a) 550 shares of common stock, of which no shares are being sold hereunder, (b) 37,546 shares beneficially owned by the selling stockholder and held through an individual retirement account, of which 9,025 shares are being sold hereunder, and (c) 57,839 shares issuable upon exercise of stock options. Mr. Campbell is exercising options to purchase 16,994 shares and is selling such shares in this offering.
- (29) The amount listed includes (a) 17,329 shares beneficially owned by the selling stockholder and held through an individual retirement account, of which 4,165 shares are being sold hereunder, (b) 8,665 shares beneficially owned by the selling stockholder, of which 2,083 shares are being sold hereunder, and (c) 22,467 shares issuable upon exercise of stock options. Mr. Clyde is exercising options to purchase 5,317 shares and is selling such shares in this offering.
- (30) Represents shares issuable upon exercise of stock options. Ms. Coffin is exercising options to purchase 12,950 shares and is selling such shares in this offering.
- (31) Represents shares issuable upon exercise of stock options. Mr. Conn is exercising options to purchase 9,250 shares and is selling such shares in this offering.
- (32) The amount listed includes (a) 22,212 shares of common stock, of which 3,333 shares are being sold hereunder, and (b) 7,392 shares of common stock issuable upon exercise of stock options. Mr. Craighead is not exercising options in this offering.
- (33) Represents shares issuable upon exercise of stock options. Mr. Critz is exercising options to purchase 4,242 shares and is selling such shares in this offering.
- (34) The amount listed includes (a) 31,341 shares of common stock, of which 5,500 shares are being sold hereunder, and (b) 26,872 shares of common stock issuable upon exercise of stock options. Mr. Davidson is exercising options to purchase 6,459 shares and is selling such shares in this offering.
- (35) Represents shares issuable upon exercise of stock options. Mr. Debevec is exercising options to purchase 13,925 shares and is selling such shares in this offering.
- (36) Represents shares issuable upon exercise of stock options. Ms. Demetrius is exercising options to purchase 3,425 shares and is selling such shares in this offering.
- (37) The sole trustee of the DeVore Family Trust, dated 10/10/98, John C. DeVore, has beneficial ownership of the shares owned of record by the selling stockholder.
- (38) Represents shares issuable upon exercise of stock options. Mr. Egan is exercising options to purchase 3,126 shares and is selling such shares in this offering.
- (39) Each of the trustees of the Eisman Family Trust, dated 8/27/75, Jerome N. Eisman and Karen E. Eisman, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.

---

**Table of Contents**

- (40) Represents shares issuable upon exercise of stock options. Mr. Finver is exercising options to purchase 5,550 shares and is selling such shares in this offering.
- (41) Each of the trustees of The Flanigan Trust, dated May 17, 2000, Mary Johnson Flanigan and Gerry Flanigan, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) have shared voting and investment power with respect to such shares.
- (42) The amount listed excludes 99,063 shares held of record by Tom R. Foulds LLP, a general partnership operating in Arizona, of which Stephen C. and Susan L. Foulds are partners.
- (43) The amount listed includes (a) 99,063 shares held by Tom R. Foulds LLP, a general partnership operating in Arizona, of which no shares are being sold hereunder, and (b) 153,936 shares issuable upon exercise of stock options held by Thomas R. Foulds individually. Mr. Foulds is exercising options to purchase 36,666 shares and is selling such shares in this offering. Each of Thomas R. Foulds, Steven C. and Susan L. Foulds, Steven and Diane Howe, and David Short are partners of Tom R. Foulds LLP, and in such capacities (a) may be deemed to have beneficial ownership of the shares owned of record by Tom R. Foulds LLP, and (b) has shared voting and investment power with respect to the shares held by Tom R. Foulds LLP.
- (44) The amount listed includes (a) 49,532 shares held by the Norman and Kathleen Frazier 1986 Living Trust, of which no shares are being sold hereunder, and (b) 10,478 shares held by the Call Grocery, Inc. Profit Sharing Plan, of which 2,519 shares are being sold hereunder. Each of the trustees of the Norman and Kathleen Frazier 1986 Living Trust, Norman Frazier and Kathleen Frazier, (i) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (ii) has shared voting and investment power with respect to such shares. Each of the trustees of the Call Grocery, Inc. Profit Sharing Plan, Norman Frazier and Kathleen Frazier, (i) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (ii) has shared voting and investment power with respect to such shares.
- (45) Each of the trustees of The Gange 2000 Trust, Paul L. Gange and Angela K. Gange, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (46) Represents shares issuable upon exercise of stock options. Mr. Gillespie is exercising options to purchase 192 shares and is selling such shares in this offering.
- (47) The amount listed includes (a) 644,728 shares held by Michael Gilliland, of which 65,000 shares are being sold hereunder, and (b) 3,649,383 shares held by Newflower Holdings, LLC, a Delaware limited liability company, of which 340,000 shares are being sold hereunder. Mr. Gilliland is the sole manager of Newflower Holdings, LLC and in such capacity has sole voting and investment power over shares held by Newflower Holdings.
- (48) The sole trustee of the Ian Patrick Gilliland Trust under the Cook 1996 Annuity Trust, Stella Elizabeth Gilliland, has beneficial ownership of the shares owned of record by the selling stockholder.
- (49) The sole trustee of the Stella Elizabeth Gilliland Trust under the Cook 1996 Annuity Trust, Ian Patrick Gilliland, has beneficial ownership of the shares owned of record by the selling stockholder.
- (50) The shares beneficially owned by the selling stockholder are held through an individual retirement account.
- (51) Represents shares issuable upon exercise of stock options. Mr. Hansen is exercising options to purchase 23,126 shares and is selling such shares in this offering.
- (52) The sole trustee of the Alan L. Harris Separate Property Trust, Alan L. Harris, has beneficial ownership of the shares owned of record by the selling stockholder.
- (53) The sole trustee of the Christine H. Harris Separate Property Trust, Christine H. Harris, has beneficial ownership of the shares owned of record by the selling stockholder.
- (54) Harvey Equity Partners, LLC, a California limited liability company, is managed by David W. M. Harvey and Timothy P. Block. Each of the managers of Harvey Equity Partners (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (55) Donald R. Head is the sole director and officer of Head Ventures, Inc., an Arizona corporation, which serves as the sole manager of Head Management Investments, LLC, an Arizona limited liability

**Table of Contents**

- company. In such capacity, Donald R. Head (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (56) The sole trustee of the HomesRW, Inc. Profit Sharing Plan, Renee Wilson Yeager, has beneficial ownership of the shares owned of record by the selling stockholder.
- (57) The amount listed includes (a) 111,455 shares held by Horowitz Limited Partnership I, of which no shares are being sold hereunder, (b) 860,535 shares held by Horowitz Limited Partnership V, of which no shares are being sold hereunder, (c) 2,735,510 shares held by Horowitz Limited Partnership VI, of which no shares are being sold hereunder, (d) 97,099 shares held by the selling stockholder and held through an individual retirement account, of which no shares are being sold hereunder, and (e) 13,996 shares held by The 1984 Horowitz Cousins Trust FBO Lauren M. Horowitz, dated June 1, 1984, of which David L. Horowitz serves as trustee, of which 3,364 shares are being sold hereunder. Horowitz Management, Inc., a California corporation, is the managing general partner of Horowitz Limited Partnership I, Horowitz Limited Partnership V, and Horowitz Limited Partnership VI. David Horowitz serves as the Chief Executive Officer and President of Horowitz Management, Inc. Christopher L. Jacobson serves as the Chief Financial Officer of Horowitz Management, Inc. In their capacities as officers of Horowitz Management, Inc., Messrs. Horowitz and Jacobson may be deemed to have beneficial ownership of the shares held by Horowitz Limited Partnership I, Horowitz Limited Partnership V, and Horowitz Limited Partnership VI. The sole trustee of the Horowitz Cousins Trust, David L. Horowitz, has beneficial ownership of the shares owned of record by the Horowitz Cousins Trust.
- (58) The sole trustee of the Huber Decedent's Trust U/A DTD 5/24/96, Gregory W. Huber, Trustee, Gregory W. Huber, has beneficial ownership of the shares owned of record by the selling stockholder.
- (59) Represents shares issuable upon exercise of stock options. Mr. Innes is exercising options to purchase 5,550 shares and is selling such shares in this offering.
- (60) Each of the trustees of the Jeffries-Fleeman 2011 Trust, Davis S. Jeffries and Leslie V. Fleeman, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (61) The trustee of the Andrew Marc Kaplan Trust, dated October 13, 2010, Andrew M. Kaplan, has sole voting and investment power with respect to such shares.
- (62) The amount listed includes (a) 1,100 shares of common stock, of which no shares are being sold hereunder, and (b) 22,120 shares issuable upon exercise of stock options. Mr. Kee is exercising options to purchase 5,317 shares and is selling such shares in this offering.
- (63) Each of the trustees of the Kent Family Trust, Gerald I. Kent and Barbara A. Kent, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (64) The amount listed includes (a) 33,021 shares held by the selling stockholder and held through an individual retirement account, of which 7,937 shares are being sold hereunder, and (b) 61,643 shares held by the selling stockholder, of which no shares are being sold hereunder.
- (65) Represents shares issuable upon exercise of stock options. Mr. Klingseis is exercising options to purchase 3,191 shares and is selling such shares in this offering.
- (66) The amount listed includes (a) 4,769,734 shares held by CalPERS Corporate Partners, LLC ( CalPERS Corporate Partners ), of which 596,217 shares are being sold hereunder, (b) 805,384 shares held by KM Corporate Partners Fund II, L.P. ( KM Corporate Partners ), of which 100,673 shares are being sold hereunder, and (c) 125,598 shares held in escrow by JPMorgan Chase Bank, National Association, as escrow agent (referred to as the Escrow Agent ), pursuant to the Escrow Agreement dated as of May 29, 2012 (referred to as the Escrow Agreement ), by and among Sprouts, KMCP Grocery Investors, LLC (referred to as KMCP ), the Escrow Agent and the other parties named therein. The Escrow Agreement provides that such shares shall be held in escrow, subject to certain exceptions, until May 29, 2015 to provide indemnity with respect to potential claims against Sprouts relating to the business of Sunflower prior to the Sunflower Transaction. KMCP, as representative of the former owners of Sunflower whose shares are held in escrow, has the right to direct the voting of all escrow shares, including 22,484 and 3,872 shares, respectively, in which CalPERS Corporate Partners and KM Corporate Partners own a pecuniary interest. The managing



**Table of Contents**

member of KMCP is CalPERS Corporate Partners, whose manager is KMCP Advisors II, LLC (referred to as KMCP Advisors ). KMCP Advisors is the investment manager of KM Corporate Partners, a member of KMCP. Timothy Kelleher and Douglas Meltzer are managing members of KMCP Advisors. Timothy Kelleher was a director of Sunflower until the Sunflower Transaction and a member of the Board of Managers of Sprouts Farmers Markets Holdings, LLC, our wholly-owned subsidiary from May 2012 until May 2013. Each of CalPERS Corporate Partners, KM Corporate Partners, KMCP Advisors, Timothy Kelleher and Douglas Meltzer disclaims beneficial ownership of any securities, except to the extent of their individual pecuniary interest therein. The address of each of KMCP, KM Corporate Partners, CalPERS Corporate Partners, KMCP Advisors and Messrs. Kelleher and Meltzer is 12526 High Bluff Drive, Suite 260, San Diego, CA 92130.

- (67) Each of the trustees of the Konecki Family Trust, dated 2/23/99, John W. Konecki and Carolyn L. Konecki, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (68) The sole trustee of the Mary F. Kusy Trust, dated 7/27/13, Mary F. Kusy, has beneficial ownership of the shares owned of record by the selling stockholder.
- (69) The amount listed includes (a) 250 shares of common stock, of which no shares are being sold hereunder, and (b) 19,288 shares issuable upon exercise of stock options. Ms. Lambson is exercising options to purchase 7,770 shares and is selling such shares in this offering.
- (70) The sole trustee of the Lichtsinn Living Trust, dated 5/20/92, William A. Lichtsinn, has beneficial ownership of the shares owned of record by the selling stockholder.
- (71) Represents shares issuable upon exercise of stock options. Ms. Lucas is exercising options to purchase 22,092 shares and is selling such shares in this offering.
- (72) The amount listed includes (a) 171,234 shares held by Neil Malkus, of which 3,000 shares are being sold hereunder, and (b) 92,962 shares held by the Malkus 2012 Trust, dated 7/25/12, for the benefit of Neil Bennet Malkus, of which no shares are being sold hereunder. Mr. Malkus is the sole trustee of the Malkus 2012 Trust, dated 7/25/12, for the benefit of Neil Bennet Malkus. In such capacity, Mr. Malkus has beneficial ownership of the shares owned of record of the Malkus 2012 Trust, dated 7/25/12, for the benefit of Neil Bennet Malkus.
- (73) Each of the trustees of the James Richard and Susan Ann Martin Revocable Living Trust, James R. Martin and Susan A. Martin, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (74) The amount listed includes (a) 17,329 shares beneficially owned by the Sylvia Marquez and held through an individual retirement account, of which no shares are being sold hereunder, (b) 17,329 shares beneficially owned by Richard Marquez and held through an individual retirement account, of which no shares are being sold hereunder, and (c) 44,538 shares issuable upon exercise of stock options held by Richard Marquez. Mr. Marquez is exercising options to purchase 10,634 shares and is selling such shares in this offering.
- (75) Represents shares issuable upon exercise of stock options. Mr. McGregor is exercising options to purchase 8,662 shares and is selling such shares in this offering.
- (76) Represents shares issuable upon exercise of stock options. Mr. Mendez is exercising options to purchase 5,317 shares and is selling such shares in this offering.
- (77) Represents shares issuable upon exercise of stock options. Mr. Miale is exercising options to purchase 19,538 shares and is selling such shares in this offering.
- (78) The amount listed includes (a) 103,973 shares held by the Miller Family Trust, dated 2/28/08, of which no shares are being sold hereunder, and (b) 57,813 shares issuable upon exercise of stock options held by Chad C. Miller. Mr. Miller is exercising options to purchase 16,994 shares and is selling such shares in this offering. Each of the trustees of the Miller Family Trust, Chad C. Miller and Jenifer Y. Miller, (i) may be deemed to have beneficial ownership of the shares owned of record by the Miller Family Trust, and (ii) has shared voting and investment power with respect to such shares.
- (79) The amount listed (a) includes 41,277 shares beneficially held by the selling stockholder, of which 9,921 are being sold hereunder, (b) 7,386 shares beneficially owned by the selling stockholder and held through an individual retirement account, of which 1,775 are being sold hereunder, and

**Table of Contents**

- (c) excludes 80,001 shares beneficially owned by Myron C. Tveit and Nancy R. Tveit, the parents of the selling stockholder.
- (80) The amount listed includes (a) 239,458 shares held by the Mincks Family Trust, of which 57,557 shares are being sold hereunder, (b) 7,430 shares beneficially owned by Alex C. Mincks and held through an individual retirement account, of which no shares are being sold hereunder, and (c) 7,430 shares beneficially owned by Joan J. Mincks and held through an individual retirement account, of which no shares are being sold hereunder. Each of the trustees of the Mincks Family Trust, Alex C. Mincks and Joan J. Mincks, (i) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (ii) has shared voting and investment power with respect to such shares.
- (81) The amount listed includes (a) 1,587 shares owned of record by The Nichelson Intervivos Trust, dated 8/6/03, of which 381 shares are being sold hereunder, and (b) 4,953 shares beneficially owned by Jared Nichelson and held through an individual retirement account, of which 1,191 shares are being sold hereunder. Each of the trustees of The Nichelson Intervivos Trust, dated 8/6/03, Jared M. Nichelson and Gretchen K. Nichelson, (i) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (ii) has shared voting and investment power with respect to such shares.
- (82) The amount listed includes (a) 1,400 shares of common stock, of which no shares are being sold hereunder, and (b) 8,584 shares issuable upon exercise of stock options. Mr. North is exercising options to purchase 5,625 shares and is selling such shares in this offering.
- (83) Nubian Sage Partnership is an Arizona general partnership. Each of the partners of Nubian Sage, Mark West and Kevin Johnson, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (84) Each of the trustees of the Upendra H. Patel Restated Revocable Trust, dated December 13, 1995, Upendra H. Patel and Ansunaya U. Patel, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (85) PhilanthroPiece Foundation, Inc. is a Colorado nonprofit corporation. The following five individuals serve as the Board of Directors of PhilanthroPiece Foundation, Inc.: Elizabeth C. Cook, Joan M. Knudson, Ian Gilliland, Stella Gilliland, and Catherine Cook. Accordingly, none of the foregoing individuals is deemed a beneficial owner of the shares held by the selling stockholder.
- (86) Each of the trustees of the Pollack Family Trust, dated May 28, 1987, Matthew Howard Pollack and Judith Pollack, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (87) Represents shares issuable upon exercise of stock options. Mr. Roberts is exercising options to purchase 23,126 shares and is selling such shares in this offering.
- (88) The amount listed includes (a) 1,111 shares beneficially owned by the selling stockholder, of which no shares are being sold hereunder, (b) 61,598 shares beneficially owned by the selling stockholder and held through an individual retirement account, of which 14,806 shares are being sold hereunder, and (c) 22,477 shares issuable upon exercise of stock options. Mr. Rodriguez is exercising options to purchase 5,317 shares and is selling such shares in this offering.
- (89) Each of the trustees of the Stuart and Joan Rubin Trust DTD 2/8/90, Stuart Rubin and Joan S. Rubin, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (90) The amount listed includes (a) 34,658 shares of common stock beneficially owned by the selling stockholder and held through an individual retirement account, of which 8,331 shares are being sold hereunder, and (b) 22,120 shares issuable upon exercise of stock options. Mr. Seei is exercising options to purchase 5,317 shares and is selling such shares in this offering.
- (91) The amount listed includes (a) 1,250 shares beneficially owned by the selling stockholder, of which no shares are being sold hereunder, and (b) 1,895 shares beneficially owned by the selling stockholder and held through an individual retirement account, of which 455 shares are being sold hereunder.

---

**Table of Contents**

- (92) The amount listed includes (a) 3,700 shares of common stock, of which no shares are being sold hereunder, and (b) 45,622 shares issuable upon exercise of stock options. Mr. Smith is exercising options to purchase 10,000 shares and is selling such shares in this offering.
- (93) Each of the trustees of the Harold and Patricia Snyder Family Trust, dated 8/23/94, Harold R. Snyder, Jr. and Patricia E. Pharr-Snyder, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.
- (94) Represents shares issuable upon exercise of stock options. Mr. Stover is exercising options to purchase 37,001 shares and is selling such shares in this offering.
- (95) The amount listed includes (a) 1,445 shares held by Jeffrey D. and Monica L. Strong as joint tenants, of which 347 shares are being sold hereunder, (b) 3,206 shares held by Jeffrey D. Strong individually, of which 771 shares are being sold hereunder, (c) 1,657 shares held by Jeffrey D. and Monica L. Strong as community property with right of survivorship, of which 398 shares are being sold hereunder, and (d) 3,333 shares held by MLS Ventures, Inc. Profit Sharing Plan and Trust, of which 801 shares are being sold hereunder. Jeffrey D. and Monica L. Strong (i) may be deemed to have beneficial ownership of the shares owned of record jointly and by the plan, and (ii) have shared voting and investment power with respect to such shares.
- (96) The amount listed includes (a) 24,766 shares of common stock held jointly by Kenneth A. and Kim Swanson, of which 5,953 shares are being sold hereunder, and (b) 44,466 shares issuable upon exercise of stock options held by Kenneth A. Swanson individually. Mr. Swanson is exercising options to purchase 10,688 shares and is selling such shares in this offering.
- (97) The amount listed (a) includes 69,317 shares held by The M. and N. Tveit Trust, of which 16,661 shares are being sold hereunder, (b) includes 10,684 shares beneficially owned by Nancy R. Tveit, and held through an individual retirement account, of which 2,568 shares are being sold hereunder, and (c) excludes 48,663 shares beneficially owned by Patti T. Milligan, the daughter of the selling stockholder. Each of the trustees of the The M. and N. Tveit Trust, Myron C. Tveit and Nancy R. Tveit, (i) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (ii) has shared voting and investment power with respect to such shares.
- (98) The amount listed includes (a) 100 shares of common stock, of which no shares are being sold hereunder, and (b) 3,126 shares issuable upon exercise of stock options. Mr. Whitely is exercising options to purchase 1,375 shares and is selling such shares in this offering.
- (99) The amount listed includes (a) 700 shares of common stock, of which no shares are being sold hereunder, and (b) 22,484 shares issuable upon exercise of stock options. Mr. Wilcox is exercising options to purchase 5,317 shares and is selling such shares in this offering.
- (100) Each of the trustees of the Wing Family Trust, Scott T. Wing and Susan J. Wing, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares. The amount listed excludes 9,733,511 shares beneficially owned by PGI. See Note (14) above.
- (101) Each of the trustees of the Ziment Family Trust DTD 12/17/09, Howard S. Ziment and Judith L. Ziment, (a) may be deemed to have beneficial ownership of the shares owned of record by the selling stockholder, and (b) has shared voting and investment power with respect to such shares.

**Table of Contents**

**SHARES ELIGIBLE FOR FUTURE SALE**

Prior to our IPO in August 2013, there had been no public market for our capital stock. Future sales of our common stock in the public market, or the availability of such shares for sale in the public market, could adversely affect market prices prevailing from time to time.

As of August 12, 2014, after giving effect to the issuance of 599,808 shares to certain selling stockholders upon exercise of stock options in connection with the consummation of this offering, there would have been outstanding 150,456,665 shares of common stock, options to acquire 8,268,583 shares of common stock under the 2011 Option Plan and the 2013 Incentive Plan, and 107,167 shares of common stock issuable upon vesting of restricted stock units under our 2013 Incentive Plan. Of these outstanding shares, all of the 58,075,000 shares sold in our IPO, the December Secondary Offering and the April Secondary Offering, are, and all of the shares being sold in this offering will be, freely tradable, except that any shares held by our affiliates (as that term is defined in Rule 144 under the Securities Act) may only be sold in compliance with the limitations under Rule 144 described below.

The remaining shares of our common stock outstanding after this offering are subject to the terms of the Stockholders Agreement, and in the case of our executive officers and directors and the selling stockholders, the lock-up agreements described below. Under these agreements, such shares may not be transferred until the date that is 60 days after the date of this prospectus supplement, subject to extension in certain circumstances. After the expiration of such restrictions, stockholders who are not affiliates at the time of, and were not affiliates during the 90 days preceding, a sale, may sell in the public markets without restriction. Stockholders who are affiliates at the time of, or were affiliates at any time during the 90 days preceding, a sale, would be subject to Rule 144, including the volume restrictions of Rule 144 (but not the holding period requirement). Such stockholders would be entitled under Rule 144 to sell within any three-month period only a number of shares that does not exceed the greater of either of the following:

1% of the number of shares of our common stock outstanding at the time of such sale, which equals 1,498,569 shares as of August 12, 2014; or

the average weekly trading volume of our common stock on the NASDAQ Global Select Market during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale, which equals 6,051,525 shares as of August 12, 2013.

In addition, as discussed below, the Apollo Funds have the ability to require us to register shares of our common stock held by them for resale.

**Lock-Up Agreements**

We, our executive officers and directors and the selling stockholders have entered into lock-up agreements with the underwriters of this offering providing, subject to certain exceptions, that we and they will not, subject to certain exceptions, dispose of or hedge any shares of our common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus supplement continuing through the date that is 60 days after such date, except with the prior written consent of Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC. The lock-up period may be extended under certain circumstances where we release, or pre-announce a release of, our earnings shortly before or after the termination of the 60-day period, or we announce material news or a material event shortly before the termination of the 60-day period, unless Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC waive, in writing, such extension.

**Table of Contents**

**Registration Rights under the Stockholders Agreement**

The Stockholders Agreement provides the Apollo Funds with certain demand registration rights and provides the other stockholders party thereto with piggyback and tag-along rights in connection therewith. We are registering the shares offered by the selling stockholders hereby pursuant to the exercise by the Apollo Funds of a demand registration right under the Stockholders Agreement. The registration statement of which this prospectus supplement and the accompanying prospectus are part would also be available for future registered offers and sales by the Apollo Funds. See Certain Relationships and Related Party Transactions Stockholders Agreement included in our Proxy Statement incorporated by reference into this prospectus supplement and accompanying prospectus.

**Incentive Plans**

On August 30, 2013, we filed a Form S-8 registration statement under the Securities Act to register shares of our common stock issued or reserved for issuance under our Incentive Plans. The Form S-8 registration statement became effective immediately upon filing, and shares covered by that registration statement are eligible for sale in the public markets, subject to vesting restrictions, the lock-up agreements described above, and Rule 144 limitations applicable to affiliates.

S-37

---

**Table of Contents**

**MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS FOR NON-U.S. HOLDERS OF COMMON STOCK**

The following is a general discussion of the material U.S. federal income tax considerations with respect to the acquisition, ownership and disposition of our common stock applicable to non-U.S. holders (as defined below) who purchase our common stock pursuant to this offering. This discussion is based on current provisions of the Internal Revenue Code of 1986, as amended (referred to as the Code), existing and proposed U.S. Treasury regulations promulgated thereunder, and administrative rulings and court decisions in effect as of the date hereof, all of which are subject to change at any time, possibly with retroactive effect. No ruling has been or will be sought from the Internal Revenue Service, or IRS, with respect to the matters discussed below, and there can be no assurance the IRS will not take a contrary position regarding the tax consequences of the acquisition, ownership or disposition of our common stock, or that any such contrary position would not be sustained by a court.

For the purposes of this discussion, the term non-U.S. holder means a beneficial owner of our common stock that is not for U.S. federal income tax purposes any of the following:

an individual who is a citizen or resident of the United States;

a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

an estate, the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or

a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (2) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

It is assumed in this discussion that a non-U.S. holder holds shares of our common stock as a capital asset within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion does not address all aspects of U.S. federal income taxation that may be important to a non-U.S. holder in light of such holder's particular circumstances or that may be applicable to holders subject to special treatment under U.S. federal income tax laws (including, for example, financial institutions, dealers in securities, traders in securities that elect mark-to-market treatment, insurance companies, tax-exempt entities, holders who acquired our common stock pursuant to the exercise of employee stock options or otherwise as compensation, controlled foreign corporations, passive foreign investment companies, entities or arrangements treated as partnerships for U.S. federal income tax purposes, holders subject to the alternative minimum tax, certain former citizens or former long-term residents of the United States, holders deemed to sell our common stock under the constructive sale provisions of the Code and holders who hold our common stock as part of a straddle, hedge, synthetic security or conversion transaction), nor does it address any aspects of the unearned income Medicare contribution tax enacted pursuant to the Health Care and Education Reconciliation Act of 2010. In addition, except to the extent provided below, this discussion does not address U.S. federal tax laws other than those pertaining to the U.S. federal income tax, nor does it address any aspects of U.S. state, local or non-U.S. taxes. Accordingly, prospective investors are encouraged to consult with their own tax advisors regarding the U.S. federal, state, local, non-U.S. income and other tax considerations of acquiring, holding and disposing of shares of our common stock.

If an entity or arrangement treated as a partnership for U.S. federal income tax purposes holds shares of our common stock, the tax treatment of a partner generally will depend on the status of the

---

**Table of Contents**

partner and the activities of the partnership. Partnerships holding our common stock and partners in such partnerships are urged to consult their tax advisors as to the particular U.S. federal income tax consequences of acquiring, holding and disposing of our common stock.

**THIS SUMMARY IS NOT INTENDED TO CONSTITUTE A COMPLETE DESCRIPTION OF ALL TAX CONSEQUENCES RELATING TO THE ACQUISITION, OWNERSHIP AND DISPOSITION OF OUR COMMON STOCK. HOLDERS OF OUR COMMON STOCK ARE ENCOURAGED TO CONSULT WITH THEIR TAX ADVISORS REGARDING THE TAX CONSEQUENCES TO THEM (INCLUDING THE APPLICATION AND EFFECT OF ANY STATE, LOCAL, NON-U.S. INCOME AND OTHER TAX LAWS) OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF OUR COMMON STOCK.**

**Information Reporting and Backup Withholding**

As discussed above under Dividend Policy, we currently have no plans to pay regular dividends on our common stock. In the event that we do pay dividends, generally we or certain financial middlemen must report annually to the Internal Revenue Service (referred to as the IRS) and to each non-U.S. holder the amount of dividends paid to, and the tax withheld with respect to, each non-U.S. holder. These reporting requirements apply regardless of whether withholding was reduced or eliminated. Copies of this information also may be made available under the provisions of a specific treaty or agreement with the tax authorities in the country in which the non-U.S. holder resides or is established.

U.S. backup withholding (currently at a rate of 28%) is imposed on certain payments to persons that fail to furnish the information required under the U.S. information reporting requirements. Dividends paid to a non-U.S. holder of our common stock generally will be exempt from backup withholding if the non-U.S. holder provides to us or our paying agent a properly executed IRS Form

W-8BEN, W-8BEN-E or W-8ECI (as applicable) or otherwise establishes an exemption.

Under U.S. Treasury regulations, the payment of proceeds from the disposition of our common stock by a non-U.S. holder effected at a U.S. office of a broker generally will be subject to information reporting and backup withholding, unless the beneficial owner, under penalties of perjury, certifies, among other things, its status as a non-U.S. holder or otherwise establishes an exemption. The certification procedures described in the above paragraph will satisfy these certification requirements as well. The payment of proceeds from the disposition of our common stock by a non-U.S. holder effected at a non-U.S. office of a broker generally will not be subject to backup withholding and information reporting, except that information reporting (but generally not backup withholding) may apply to payments if the broker is:

a U.S. person;

a controlled foreign corporation for U.S. federal income tax purposes;

a foreign person, 50% or more of whose gross income from certain periods is effectively connected with a U.S. trade or business; or

a foreign partnership if at any time during its tax year (a) one or more of its partners are U.S. persons who, in the aggregate, hold more than 50% of the income or capital interests of the partnership or (b) the foreign partnership is engaged in a U.S. trade or business.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to a non-U.S. holder can be credited against the non-U.S. holder's U.S. federal income tax liability, if any, and any excess refunded, provided that the required information is furnished to the IRS in a timely manner.

---

**Table of Contents**

**Additional Withholding Tax on Payments Made to Foreign Accounts**

Withholding taxes may be imposed under Sections 1471 to 1474 of the Code (such Sections commonly referred to as the Foreign Account Tax Compliance Act, or FATCA ) on certain types of payments made to non-U.S. financial institutions and certain other non-U.S. entities. Specifically, a 30% withholding tax may be imposed on dividends paid on, or gross proceeds from the sale or other disposition of, our common stock paid to a foreign financial institution or a non-financial foreign entity (each as defined in the Code), unless (1) the foreign financial institution undertakes certain diligence and reporting obligations, (2) the non-financial foreign entity either certifies it does not have any substantial United States owners (as defined in the Code) or furnishes identifying information regarding each substantial United States owner, or (3) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules. If the payee is a foreign financial institution and is subject to the diligence and reporting requirements in (1) above, it must enter into an agreement with the U.S. Department of the Treasury requiring, among other things, that it undertake to identify accounts held by certain specified United States persons or United States-owned foreign entities (each as defined in the Code), annually report certain information about such accounts, and withhold 30% on certain payments to non-compliant foreign financial institutions and certain other account holders. Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the United States governing FATCA may be subject to different rules.

Under the applicable Treasury Regulations and IRS guidance, withholding under FATCA generally will apply to payments of dividends on our common stock, as well as to payments of gross proceeds from the sale or other disposition of such stock on or after January 1, 2017.

Prospective investors should consult their tax advisors regarding the potential application of withholding under FATCA to their investment in our common stock.

**Dividends**

As discussed above under Dividend Policy, we currently have no plans to make distributions of cash or other property on our common stock. In the event that we do make distributions of cash or other property on our common stock, generally such distributions will constitute dividends for U.S. federal income tax purposes to the extent paid from current and accumulated earnings and profits, as determined for U.S. federal income tax purposes. Amounts not treated as dividends for U.S. federal income tax purposes will constitute a return of capital and will first reduce a non-U.S. holder's adjusted basis in our common stock, but not below zero. Any excess will be treated as capital gain from the sale of our common stock in the manner described under Gain on Sale or Other Disposition of Our Common Stock below.

In general, dividends, if any, paid by us to a non-U.S. holder will be subject to U.S. withholding tax at a rate of 30% of the gross amount (or a reduced rate prescribed by an applicable income tax treaty) unless the dividends are effectively connected with a trade or business carried on by the non-U.S. holder within the United States and, if required by an applicable income tax treaty, are attributable to a permanent establishment of the non-U.S. holder within the United States. Dividends effectively connected with this U.S. trade or business, and, if required by an applicable income tax treaty, attributable to such a permanent establishment of the non-U.S. holder, generally will not be subject to U.S. withholding tax if the non-U.S. holder provides the applicable withholding agent with certain forms, including IRS Form W-8ECI (or any successor form), and generally will be subject to U.S. federal income tax on a net income basis, in the same manner as if the non-U.S. holder were a U.S. person. A non-U.S. holder that is a corporation and receives effectively connected dividends may also be subject to an additional branch profits tax imposed at a 30% rate (or lower treaty rate), subject to certain adjustments.



---

**Table of Contents**

Under applicable U.S. Treasury regulations, a non-U.S. holder is required to satisfy certain certification requirements in order to claim a reduced rate of withholding pursuant to an applicable income tax treaty (including providing the applicable withholding agent with an IRS Form W-8BEN, W-8BEN-E or other appropriate form, certifying such non-U.S. holder's entitlement to benefits under a treaty). Non-U.S. holders that do not timely provide the required certification, but that qualify for a reduced treaty rate, may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. Non-U.S. holders should consult their tax advisors regarding their entitlement to benefits under an applicable income tax treaty.

**Gain on Sale or Other Disposition of Our Common Stock**

In general, a non-U.S. holder will not be subject to U.S. federal income tax on any gain realized upon the sale or other disposition of our common stock unless:

the gain is effectively connected with a trade or business carried on by the non-U.S. holder within the United States (in which case the branch profits tax discussed above may also apply if the non-U.S. holder is a corporation) and, if required by an applicable income tax treaty, the gain is attributable to a permanent establishment of the non-U.S. holder maintained in the United States;

the non-U.S. holder is an individual and is present in the United States for 183 days or more in the taxable year of disposition and certain other conditions are satisfied; or

we are or have been a U.S. real property holding corporation (referred to as a "USRPHC") for U.S. federal income tax purposes at any time within the shorter of the five-year period preceding the disposition and the non-U.S. holder's holding period.

Gain described in the first bullet point above will be subject to U.S. federal income tax on a net income basis at the regular graduated U.S. federal income tax rates in much the same manner as if such holder were a resident of the United States. A non-U.S. holder that is a corporation may also be subject to an additional branch profits tax equal to 30% (or such lower rate specified by an applicable income tax treaty) of its effectively connected earnings and profits for the taxable year, as adjusted for certain items. Non-U.S. holders should consult any applicable income tax treaties that may provide for different rules.

Gain recognized by an individual described in the second bullet point above will be subject to U.S. federal income tax at a flat 30% rate (or such lower rate specified by an applicable income tax treaty), but may be offset by U.S.-source capital losses (even though the individual is not considered a resident of the United States), provided that the non-U.S. holder has timely filed U.S. federal income tax returns with respect to such losses.

With respect to the third bullet point above, we believe that we currently are not, and do not anticipate becoming, a USRPHC. Because the determination of whether we are a USRPHC depends on the fair market value of our interests in real property located within the United States relative to the fair market value of our interests in real property located outside the United States and our other business assets, however, there can be no assurance that we will not become a USRPHC in the future. Even if we were or were to become a USRPHC at any time during this period, generally gains realized upon a disposition of shares of our common stock by a non-U.S. holder that did not directly or indirectly own more than 5% of our common stock during this period would not be subject to U.S. federal income tax, provided that our common stock is regularly traded on an established securities market (within the meaning of Section 897(c)(3) of the Code). We expect our common stock to be regularly traded on an established securities market, although we cannot guarantee it will be so traded.

**Table of Contents****UNDERWRITING**

We, the selling stockholders and the underwriters named below have entered into an underwriting agreement with respect to the shares being offered. Subject to certain conditions, each underwriter has severally agreed to purchase the number of shares indicated in the following table. Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC are acting as joint book-running managers of the offering and representatives of the underwriters.

<b>Underwriters</b>	<b>Number of Shares</b>
Goldman, Sachs & Co.	4,747,500
Credit Suisse Securities (USA) LLC	4,042,500
Apollo Global Securities, LLC	1,242,000
Deutsche Bank Securities Inc.	1,242,000
Guggenheim Securities, LLC	1,242,000
UBS Securities LLC	1,242,000
WR Securities, LLC	1,242,000
<b>Total</b>	<b>15,000,000</b>

The underwriters are committed to take and pay for all of the shares being offered, if any are taken, other than the shares covered by the option described below unless and until this option is exercised.

The underwriters have an option to buy up to an additional 2,250,000 shares from certain of the selling stockholders. They may exercise that option for 30 days. If any shares are purchased pursuant to this option, the underwriters will severally purchase shares in approximately the same proportion as set forth in the table above.

The following table shows the per share and total underwriting discounts and commissions to be paid to the underwriters by the selling stockholders. Such amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase 2,250,000 additional shares.

	<b>No Exercise</b>	<b>Full Exercise</b>
<b>Per Share</b>	<b>\$ 0.975</b>	<b>\$ 0.975</b>
<b>Total</b>	<b>\$ 14,625,000</b>	<b>\$ 16,818,750</b>

Shares sold by the underwriters to the public will initially be offered at the public offering price set forth on the cover of this prospectus supplement. Any shares sold by the underwriters to securities dealers may be sold at a discount of up to \$0.54 per share from the public offering price. After the initial offering of the shares, the representatives may change the offering price and the other selling terms. The offering of the shares by the underwriters is subject to receipt and acceptance and subject to the underwriters' right to reject any order in whole or in part.

We, our officers and directors and the selling stockholders have agreed with the underwriters, subject to certain exceptions, not to dispose of or hedge any of their common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus supplement continuing through the date that is 60 days after the date of this prospectus supplement, except with the prior written consent of the representatives. This agreement does not apply to any existing team member benefit plans.

## **Table of Contents**

The 60-day restricted period described in the preceding paragraph will be automatically extended if: (1) during the last 17 days of the 60-day restricted period we issue an earnings release or announce material news or a material event; or (2) prior to the expiration of the 60-day restricted period, we announce that we will release earnings results during the 15-day period following the last day of the 60-day period, in which case the restrictions described in the preceding paragraph will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the announcement of the material news or material event.

Our common stock is listed on the NASDAQ Global Select Market under the symbol SFM.

In connection with the offering, the underwriters may purchase and sell shares of common stock in the open market. These transactions may include short sales, stabilizing transactions, and purchases to cover positions created by short sales. Short sales involve the sale by the underwriters of a greater number of shares than they are required to purchase in the offering, and a short position represents the amount of such sales that have not been covered by subsequent purchases. A covered short position is a short position that is not greater than the amount of additional shares for which the underwriters' option described above may be exercised. The underwriters may cover any covered short position by either exercising their option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to cover the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase additional shares pursuant to the option described above. Naked short sales are any short sales that create a short position greater than the amount of additional shares for which the option described above may be exercised. The underwriters must cover any such naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of common stock made by the underwriters in the open market prior to the closing of the offering.

The underwriters may also impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased shares sold by or for the account of such underwriter in stabilizing or short covering transactions.

Purchases to cover a short position and stabilizing transactions, as well as other purchases by the underwriters for their own accounts, may have the effect of preventing or retarding a decline in the market price of our stock, and together with the imposition of the penalty bid, may stabilize, maintain, or otherwise affect the market price of our common stock. As a result, the price of our common stock may be higher than the price that otherwise might exist in the open market. The underwriters are not required to engage in these activities and may end any of these activities at any time. These transactions may be effected on the NASDAQ Global Select Market, in the over-the-counter market, or otherwise.

We and the selling stockholders estimate that the total expenses of the offering, excluding underwriting discounts and commissions, will be approximately \$800,000. We have agreed to reimburse the underwriters for expenses relating to clearance of this offering with the Financial Industry Regulatory Authority, Inc. of up to \$20,000.

The selling stockholders have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act.

## **Table of Contents**

### **Other Relationships**

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. Certain of the underwriters and their respective affiliates have provided, and may in the future provide, a variety of these services to us and to persons and entities with relationships with us, for which they received or will receive customary fees and expenses.

Affiliates of Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co. act as joint lead arrangers and joint bookrunners under our Credit Facility, and an affiliate of Apollo Global Securities, LLC, acted as an arranger. An affiliate of Credit Suisse Securities (USA) LLC serves as administrative and collateral agent thereunder and an affiliate of Goldman, Sachs & Co. serves as syndication agent thereunder. Certain of the underwriters and their affiliates are also parties to and lenders under our Credit Facility. We paid arrangement fees to affiliates of Goldman, Sachs & Co., and Credit Suisse Securities (USA) LLC, as the joint lead arrangers and joint bookrunners, and to an affiliate of Apollo Global Securities, LLC, as an arranger.

In addition, in the ordinary course of their various business activities, the underwriters and their respective affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of the company (directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with us. The underwriters and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

### **Selling Restrictions**

#### ***European Economic Area***

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each referred to as a Relevant Member State ), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (referred to as the Relevant Implementation Date ) it has not made and will not make an offer of shares to the public in that Relevant Member State prior to the publication of a prospectus in relation to the shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of shares to the public in that Relevant Member State at any time:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the representatives for any such offer; or

## **Table of Contents**

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of shares of our common stock shall result in a requirement for the publication by us or any underwriter of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of shares to the public in relation to any shares of our common stock in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares of our common stock to be offered so as to enable an investor to decide to purchase or subscribe for any shares of our common stock, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State, and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

### ***United Kingdom***

Each underwriter has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act (referred to as the FSMA ) received by it in connection with the issue or sale of the shares in circumstances in which Section 21(1) of the FSMA does not apply to the company; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

### ***Hong Kong***

The shares may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

### ***Singapore***

This prospectus supplement and the accompanying prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and the accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (referred to as the SFA ), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

## **Table of Contents**

Where the shares are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the shares under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

### ***Japan***

The securities have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (referred to as the Financial Instruments and Exchange Law ) and each underwriter has agreed that it will not offer or sell any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

### ***Switzerland***

The shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (referred to as SIX ) or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the shares or the offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to the offering, the company or the shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of shares will not be supervised by, the Swiss Financial Market Supervisory Authority FINMA (referred to as FINMA ), and the offer of shares has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes (referred to as CISA ). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of shares.

### ***Dubai International Financial Centre***

This prospectus supplement and the accompanying prospectus relate to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority (referred to as DFSA ). This prospectus supplement and the accompanying prospectus are intended for distribution only to persons of a type specified in the Offered Securities Rules of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this prospectus supplement or the accompanying prospectus nor taken steps to verify the information set forth herein and has no responsibility for the prospectus supplement or the accompanying prospectus.

**Table of Contents**

The shares to which this prospectus supplement relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the shares offered should conduct their own due diligence on the shares. If you do not understand the contents of this prospectus supplement or the accompanying prospectus, you should consult an authorized financial advisor.

**Conflicts of Interest**

Apollo Global Securities, LLC, an underwriter of this offering, is an affiliate of Apollo, our controlling stockholder. Because Apollo beneficially owns more than 10% of our outstanding common stock, a conflict of interest is deemed to exist under FINRA Rule 5121(f)(5)(B). In addition, a conflict of interest is also deemed to exist under Rule 5121(f)(5)(C) because affiliates of Apollo Global Securities, LLC will receive more than 5% of the net proceeds of this offering. However, an exception from the requirement to use a qualified independent underwriter is available because our common stock has a bona fide public market, as defined in Rule 5121(f)(3). In accordance with Rule 5121, Apollo Global Securities, LLC will not sell our common stock to a discretionary account without receiving written approval from the account holder.

S-47

## **Table of Contents**

### **LEGAL MATTERS**

The validity of the shares of common stock offered hereby will be passed upon for us by Morgan, Lewis & Bockius LLP. The underwriters are being represented by Davis Polk & Wardwell LLP in connection with the offering. Certain of the selling stockholders are being represented by Weiss Brown PLLC in connection with the offering.

### **EXPERTS**

The financial statements incorporated in this prospectus supplement by reference to the Annual Report on Form 10-K for the year ended December 29, 2013 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

### **WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We have filed with the SEC a registration statement on Form S-3 under the Securities Act with respect to the common stock offered hereby. This prospectus supplement, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement, some items of which are contained in exhibits to the registration statement as permitted by the rules and regulations of the SEC. For further information with respect to us and our common stock, we refer you to the registration statement, including the exhibits. A copy of the registration statement and the exhibits filed therewith may be inspected without charge at the public reference room of the SEC, located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the public reference rooms by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website that contains reports, proxy statements, and other information about issuers, like us, that file electronically with the SEC. The address of that website is [www.sec.gov](http://www.sec.gov).

We file periodic reports, proxy statements, and other information with the SEC. These periodic reports, proxy statements, and other information will be available for inspection and copying at the SEC's public reference facilities and the website of the SEC referred to above. We also maintain a website at [www.sprouts.com](http://www.sprouts.com). You may access our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act with the SEC free of charge at our website as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. The information contained in, or that can be accessed through, our website is not part of this prospectus supplement.

### **INCORPORATION OF DOCUMENTS BY REFERENCE**

The SEC allows us to incorporate by reference information from other documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement. Information in this prospectus supplement supersedes information incorporated by reference that we filed with the SEC prior to the date of this prospectus supplement.

We incorporate by reference into this prospectus and the registration statement of which this prospectus supplement is a part the information or documents listed below that we have filed with the SEC.

our Annual Report on Form 10-K for the fiscal year ended December 29, 2013, as filed with the SEC on February 27, 2014;



**Table of Contents**

our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 30, 2014 and June 29, 2014, as filed with the SEC on May 7, 2014 and August 7, 2014, respectively;

our Current Reports on Form 8-K, as filed with the SEC on March 12, 2014 and May 16, 2014 (as amended by our Current Report on Form 8-K/A filed with the SEC on August 6, 2014);

our Definitive Proxy Statement on Schedule 14A, as filed with the SEC on March 17, 2014 (other than those portions of such Proxy Statement not deemed to be filed with the SEC); and

the description of our common stock contained in our Registration Statement on Form 8-A, as filed with the SEC on July 29, 2013, including any amendment or report filed for the purpose of updating such description.

We incorporate by reference any filings made with the SEC in accordance with Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus supplement and until the date all of the securities offered hereby are sold or the offering is otherwise terminated, with the exception of any information furnished under Item 2.02 and Item 7.01 of Form 8-K, which is not deemed filed and which is not incorporated by reference herein. Any such filings shall be deemed to be incorporated by reference and to be a part of this prospectus supplement from the respective dates of filing of those documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed modified, superseded or replaced for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement modifies, supersedes or replaces such statement.

You may request, orally or in writing, a copy of any or all of the documents incorporated herein by reference. These documents will be provided to you at no cost, by contacting: Investor Relations, Sprouts Farmers Market, Inc., 11811 North Tatum Boulevard, Suite 2400, Phoenix, Arizona 85028, (480) 814-8016, email address: [InvestorRelations@sprouts.com](mailto:InvestorRelations@sprouts.com). In addition, copies of any or all of the documents incorporated herein by reference may be accessed at our website at [www.sprouts.com](http://www.sprouts.com). Other than the documents specifically set forth above, 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.

**Table of Contents**

**PROSPECTUS**

**Common Stock**

This prospectus relates solely to sales of Sprouts Farmers Market, Inc. common stock by selling stockholders, some of whom may be our affiliates. The selling stockholders, who will be named in a prospectus supplement, may offer and sell shares of our common stock from time to time in amounts, at prices and on terms that will be determined at the time of any such offering. We will not receive any proceeds from the sale of shares of common stock to be offered by the selling stockholders. We will pay the expenses, other than underwriting discounts and commissions, associated with the sale of shares by the selling stockholders.

This prospectus describes some of the general terms that may apply to our common stock. Each time any common stock is offered pursuant to this prospectus, we will provide a prospectus supplement containing more specific information about the offering, including the identities of, and the number of shares of our common stock to be sold by, the selling stockholders. The prospectus supplement may also add, update or change information contained in this prospectus. We may also authorize one or more free writing prospectuses to be provided to you in connection with these offerings. You should read this prospectus, the applicable prospectus supplement, and any related free writing prospectus, as well as the documents incorporated by reference herein or therein, carefully before you make your investment decision.

This prospectus may not be used to offer and sell shares of our common stock unless accompanied by a prospectus supplement.

The shares of our common stock may be sold at a fixed price or prices, which may be changed, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at a negotiated price. The shares of our common stock offered by this prospectus and the accompanying prospectus supplement may be offered by the selling stockholders directly to purchasers or to or through underwriters, brokers or dealers or other agents. The prospectus supplement for each offering will describe in detail the plan of distribution for that offering and will set forth the names of any underwriters, brokers or dealers or agents involved in the offering and any applicable fees, commissions or discounts.

Our common stock is listed on the NASDAQ Global Select Market under the symbol SFM.

**Investing in our common stock involves risks. See Risk Factors on page 5 of this prospectus, as well as those contained in the accompanying prospectus supplement and the documents incorporated by reference herein or 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. Any representation to the contrary is a criminal offense.**

**Prospectus dated August 11, 2014**

**Table of Contents**

**TABLE OF CONTENTS**

	<b>Page</b>
<u>About this Prospectus</u>	1
<u>Special Note Regarding Forward-Looking Statements</u>	2
<u>The Company</u>	4
<u>Risk Factors</u>	5
<u>Use of Proceeds</u>	5
<u>Description of Capital Stock</u>	5
<u>Selling Stockholders</u>	9
<u>Plan of Distribution</u>	10
<u>Legal Matters</u>	15
<u>Experts</u>	15
<u>Where You Can Find Additional Information</u>	15
<u>Incorporation of Documents by Reference</u>	15

**Neither we nor the selling stockholders have authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this prospectus or in any free writing prospectuses we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This 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 is current only as of its date.**

This prospectus 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 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 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.

**Table of Contents**

**ABOUT THIS PROSPECTUS**

This prospectus is 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 to be named in one or more prospectus supplements may offer and sell, from time to time, shares of our common stock.

This prospectus provides you with a general description of the common stock any selling stockholder may offer. Each time any selling stockholder sells common stock, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement that accompanies this prospectus may describe, as applicable: the public offering price, the price paid for the securities, the net proceeds and the other specific terms related to the offering of these securities. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to these offerings. The prospectus supplement and any related free writing prospectus may also add to, update or change information contained in this prospectus or in any documents that we have incorporated by reference into this prospectus and, accordingly, to the extent inconsistent, information in this prospectus is superseded by the information in the prospectus supplement or any related free writing prospectus.

This prospectus does 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. You should carefully read this prospectus, the related exhibits filed with the SEC and any prospectus supplement, together with the additional information described below under the headings Where You Can Find Additional Information and Incorporation of Documents by Reference.

**THIS PROSPECTUS MAY NOT BE USED TO SELL ANY SHARES OF OUR COMMON STOCK UNLESS ACCOMPANIED BY A PROSPECTUS SUPPLEMENT.**

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

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

**Table of Contents**

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference into it contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (referred to as the Exchange Act ). All statements other than statements of historical facts contained in this prospectus and the documents incorporated by reference into it, including statements regarding our future operating results and financial position, business strategy, and plans and objectives of management for future operations, are forward-looking statements. In many cases, you can identify forward-looking statements by terms such as may, should, expects, plans, anticipates, could, intends, target, projects, contemplates, believes, estimate, potential, or continue or the negative of these terms or other similar expressions.

The forward-looking statements contained or incorporated by reference in this prospectus reflect our views as of the dates of such statements about future events and are subject to risks, uncertainties, assumptions, and changes in circumstances that may cause our actual results, performance, or achievements to differ significantly from those expressed or implied in any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future events, results, performance, or achievements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, without limitation, those factors described in Risk Factors in this prospectus and our most recent Annual Report on Form 10-K (referred to as the Form 10-K ) and any subsequent Quarterly Reports on Form 10-Q (referred to as the Form 10-Q ) incorporated by reference herein and Management's Discussion and Analysis of Financial Condition and Results of Operations in our Form 10-K and Forms 10-Q incorporated by reference herein. Some of the key factors that could cause actual results to differ from our expectations include the following:

the competitive nature of the industry in which we conduct our business;

our ability to open new stores;

our ability to maintain or increase comparable store sales;

the potential for our newly opened stores to negatively impact our financial results in the short or long term;

our ability to maintain or improve operating margins;

disruptions in the supply of produce or fresh, natural and organic products;

our ability to identify market trends and react to changing consumer preferences;

the impact of quality or food safety concerns;

our exposure to lawsuits relating to the products we sell;

our ability to maintain our brand value and reputation;

the geographic concentration of our stores;

disruption of significant supplier relationships;

significant interruptions in the operations of our distribution centers or supply chain network;

the effects of government regulation;

liabilities arising out of our nutrition-oriented educational activities;

the failure of our information technology systems;

general economic conditions affecting consumer spending;

**Table of Contents**

the occurrence of a widespread health epidemic;

increased commodity prices and lack of availability;

increased energy costs;

increases in the cost of our marketing, advertising, and promotional activities;

our inability to protect our intellectual property;

changes in accounting standards;

the outcome of litigation against us;

our ability to accurately estimate claims under our insurance plans;

our high level of fixed lease obligations;

our ability to satisfy our lease obligations;

the retention of key management;

our ability to attract, train and retain store team members;

the effect of increased labor costs;

union organization activities;

our ability to raise additional capital to finance the growth of our business;

our ability to service our debt obligations;



restrictions in our debt agreements;

increased costs as the result of being a public company;

the limited experience of our management in managing a public company;

our ability to maintain effective internal control over financial reporting; and

the potential for our goodwill to become impaired.

Readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on these forward-looking statements. All of the forward-looking statements we have included or incorporated by reference in this prospectus are based on information available to us on the date of such statements. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as otherwise required by law.

**Table of Contents**

**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. We are one of the largest specialty retailers of fresh, natural and organic food in the United States.

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.

*Healthy Living for Less.* We offer high-quality, fresh, natural and organic products at attractive prices in every department. Consistent with our farmers market heritage, our offering begins with fresh produce, which we source, warehouse and distribute in-house and sell at prices we believe to be significantly below those of other food retailers. In addition, our scale, operating structure and deep industry relationships position us to consistently deliver *Healthy Living for Less* throughout the store. Based on our experience, we believe we attract a broad customer base, including conventional supermarket customers, and appeal to a much wider demographic than other specialty retailers of natural and organic food. We believe that over time, our compelling prices and product offering convert many trial customers into loyal lifestyle customers who shop Sprouts with greater frequency and across an increasing number of departments.

*Attractive, Differentiated Shopping Experience.* In a convenient, small-box format, our stores have a farmers market feel, with a bright, open-air atmosphere to create a comfortable and engaging in-store experience. We strive to be our customers' everyday healthy grocery store. We feature fresh produce and bulk foods at the center of the store surrounded by a complete grocery offering, including vitamins and supplements, grocery, meat and seafood, bakery, dairy, frozen foods, beer and wine, body care and natural household items. Consistent with our fresh, natural and organic offering, we choose not to carry most of the traditional, national branded consumer packaged goods generally found at conventional grocery retailers (e.g., Doritos, Tide and Lucky Charms). Instead, we offer high-quality alternatives that emphasize our focus on fresh, natural and organic products at great values.

*Customer Service & Education.* We are dedicated to our mission of *Healthy Living for Less*, and we attract team members who share our passion for educating and serving our customers with the goal of making healthy eating easier and more accessible. We believe our well-trained and engaged team members help our customers increasingly understand that they can purchase a wide selection of high-quality, healthy and great tasting food for themselves and their families at attractive prices by shopping at Sprouts.

**Corporate Information**

Sprouts Farmers Market, Inc. is a Delaware corporation. 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](http://www.sprouts.com). The information contained on our website is not incorporated by reference into this prospectus, and you should not consider any information contained on, or that can be accessed through, our website as part of this prospectus or in deciding whether to purchase our common stock.

**Table of Contents**

**RISK FACTORS**

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described under "Risk Factors" in our most recent Form 10-K and any subsequent Forms 10-Q, and in the accompanying prospectus supplement, together with all of the other information included or incorporated by reference in this prospectus and in the accompanying prospectus supplement, including our consolidated financial statements and related notes, before deciding whether to purchase shares of our common stock. Any of these risks could materially and adversely affect our business, operating results, financial condition, or prospects and cause the value of our common stock to decline, which could cause you to lose all or part of your investment.

**USE OF PROCEEDS**

We will not receive any proceeds from the sale of the common stock by the selling stockholders to be named in a prospectus supplement. Certain of the selling stockholders may exercise options to purchase all or a portion of the shares they are offering hereby. Any proceeds we receive from the exercise of such options will be used by us for general corporate purposes.

**DESCRIPTION OF CAPITAL STOCK**

**General**

Our authorized capital stock consists of 200,000,000 shares of common stock, \$0.001 par value per share, and 10,000,000 shares of undesignated preferred stock, \$0.001 par value per share. The following description summarizes the most important terms of our capital stock. Because it is only a summary, it does not contain all the information that may be important to you. For a complete description, you should refer to our certificate of incorporation and bylaws, which are included as exhibits to the registration statement of which this prospectus forms a part, and to the provisions of applicable Delaware law.

**Common Stock**

***Dividend Rights***

Subject to preferences that may apply to shares of preferred stock outstanding at the time, the holders of outstanding shares of our common stock are entitled to receive dividends out of funds legally available at the times and in the amounts that our board of directors may determine.

***Voting Rights***

Each holder of our common stock is entitled to one vote for each share of common stock held on all matters submitted to a vote of stockholders. Cumulative voting for the election of directors is not provided for in our certificate of incorporation, which means that the holders of a majority of our shares of common stock voted can elect all of the directors then standing for election.

***Preemptive or Similar Rights***

Our common stock is not entitled to preemptive rights and is not subject to conversion or redemption. The rights of the holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of our preferred stock that our board of directors may designate and issue in the future.



**Table of Contents**

***Liquidation Rights***

Upon our liquidation, dissolution, or winding-up, the assets legally available for distribution to our stockholders would be distributable ratably among the holders of our common stock and any participating preferred stock outstanding at that time after payment of liquidation preferences, if any, on any outstanding shares of preferred stock and payment of other claims of creditors.

**Preferred Stock**

Our board of directors is authorized, subject to limitations prescribed by Delaware law, to issue up to 10,000,000 shares of our preferred stock in one or more series, to establish from time to time the number of shares to be included in each series, to fix the designation, powers, preferences, and rights of the shares of each series and any of its qualifications, limitations, or restrictions, in each case without further action by our stockholders. Our board of directors can also increase or decrease the number of shares of any series of preferred stock, but not below the number of shares of that series then outstanding. Our board of directors may authorize the issuance of preferred stock with voting or conversion rights that could adversely affect the voting power or other rights of the holders of the common stock. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could, among other things, have the effect of delaying, deferring, or preventing a change in our control and might adversely affect the market price of our common stock and the voting and other rights of the holders of our common stock. We have no current plan to issue any shares of preferred stock.

**Anti-Takeover Effects of Our Certificate of Incorporation and Bylaws**

We are governed by the Delaware General Corporation Law (referred to as the "DGCL"). Our certificate of incorporation and our bylaws contain certain provisions that could have the effect of delaying, deterring, or preventing another party from acquiring control of our company. These provisions, which are summarized below, may discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed, in part, to encourage persons seeking to acquire control of our company to negotiate first with our board of directors. We believe that the benefits of increased protection of our potential ability to negotiate more favorable terms with an unfriendly or unsolicited acquirer outweigh the disadvantages of potentially discouraging a proposal to acquire our company.

***Undesignated Preferred Stock***

As discussed above, our board of directors has the ability to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to acquire control of our company. These and other provisions may have the effect of deterring hostile takeovers or delaying changes in control or management of our company.

***Limits on Ability of Stockholders to Act by Written Consent or Call a Special Meeting***

Our certificate of incorporation provides that our stockholders may not act by written consent, which may lengthen the amount of time required to take stockholder actions. As a result, a holder controlling a majority of our capital stock would not be able to amend our bylaws or remove directors without holding a meeting of our stockholders called in accordance with our bylaws.

In addition, our certificate of incorporation provides that special meetings of the stockholders may be called only by the chairperson of our board or our board of directors. Stockholders may not call a special meeting, which may delay the ability of our stockholders to force consideration of a proposal or for holders controlling a majority of our capital

stock to take any action, including the removal of directors.

**Table of Contents**

***Requirements for Advance Notification of Stockholder Nominations and Proposals***

Our bylaws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of our board of directors or a committee of our board of directors. These provisions may have the effect of precluding the conduct of certain business at a meeting if the proper procedures are not followed. These provisions may also discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company.

***Board Classification***

Our board of directors is divided into three classes, one class of which is elected each year by our stockholders. The directors in each class serve for three-year terms. In addition, our certificate of incorporation and our bylaws provide that directors may be removed only for cause. The classification of our board of directors and the limitations on the ability of our stockholders to remove directors could make it more difficult for a third party to acquire, or discourage a third party from seeking to acquire, control of our company.

***No Cumulative Voting***

Our certificate of incorporation and bylaws do not permit cumulative voting in the election of directors. Cumulative voting allows a stockholder to vote a portion or all of the stockholder's shares for one or more candidates for seats on the board of directors. Without cumulative voting, a minority stockholder may not be able to gain as many seats on our board of directors as the stockholder would be able to gain if cumulative voting were permitted. The absence of cumulative voting makes it more difficult for a minority stockholder to gain a seat on our board of directors to influence our board's decision regarding a takeover or otherwise.

***Amendment of Charter Provisions***

The amendment of the above provisions of our certificate of incorporation and bylaws requires approval by holders of at least two-thirds of our outstanding capital stock entitled to vote generally in the election of directors.

***Delaware Anti-Takeover Statute***

Our certificate of incorporation provides that we are not governed by Section 203 of the DGCL which, in the absence of such provisions, would have imposed additional requirements regarding mergers and other business combinations.

The provisions of our certificate of incorporation and bylaws could have the effect of discouraging others from attempting hostile takeovers and, as a consequence, might also inhibit temporary fluctuations in the market price of our common stock that often result from actual or rumored hostile takeover attempts. These provisions might also have the effect of preventing changes in our management. It is possible that these provisions could make it more difficult to accomplish transactions that stockholders might otherwise deem to be in their best interests.

**Table of Contents**

**Limitations of Liability and Indemnification**

Our certificate of incorporation and bylaws provide that we will indemnify our directors and officers, and may indemnify our team members and other agents, to the fullest extent permitted by the DGCL, which prohibits our certificate of incorporation from limiting the liability of our directors for the following:

any breach of the director's duty of loyalty to us or to our stockholders;

acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

unlawful payment of dividends or unlawful stock repurchases or redemptions; and

any transaction from which the director derived an improper personal benefit.

If Delaware law is amended to authorize corporate action further eliminating or limiting the personal liability of a director, then the liability of our directors will be eliminated or limited to the fullest extent permitted by Delaware law, as so amended. Our certificate of incorporation will not eliminate a director's duty of care and, in appropriate circumstances, equitable remedies, such as injunctive or other forms of non-monetary relief, remain available under Delaware law. This provision also does not affect a director's responsibilities under any other laws, such as the federal securities laws or other state or federal laws. Under our bylaws, we will also be empowered to purchase insurance on behalf of any person whom we are required or permitted to indemnify.

In addition to the indemnification required in our certificate of incorporation and bylaws, we have entered into indemnification agreements with each of our current directors and executive officers. These agreements will provide for the indemnification of such persons for all reasonable expenses and liabilities, including attorneys' fees, judgments, fines, and settlement amounts, incurred in connection with any action or proceeding brought against them by reason of the fact that they are or were serving in such capacity. We believe that these bylaw provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers. We also maintain directors and officers' liability insurance.

The limitation of liability and indemnification provisions in our certificate of incorporation and bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might benefit us and our stockholders. A stockholder's investment may be harmed to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers, and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. There is no pending litigation or proceeding naming any of our directors or officers as to which indemnification is being sought, nor are we aware of any pending or threatened litigation that may result in claims for indemnification by any director or officer.

**Listing**



Our common stock is listed on the NASDAQ Global Select Market under the symbol SFM.

**Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is American Stock Transfer & Trust Company, LLC.

**Table of Contents**

**SELLING STOCKHOLDERS**

Information regarding the beneficial ownership of our common stock by selling stockholders, the numbers of shares being offered by selling stockholders and the number of shares beneficially owned by selling stockholders after the applicable offering, where applicable, will be set forth in a prospectus supplement, in a post-effective amendment, or in filings we make with the SEC under the Exchange Act that are incorporated by reference. Selling stockholders may be deemed to be underwriters in connection with the common stock they resell and any profits on the sales may be deemed to be underwriting discounts and commission under the Securities Act of 1933, as amended. The selling stockholders may include certain of our affiliates.

**Table of Contents**

**PLAN OF DISTRIBUTION**

The selling stockholders may offer and sell the securities covered by this prospectus from time to time in one or more transactions, including without limitation:

directly to one or more purchasers;

through agents;

to or through underwriters, brokers or dealers; or

through a combination of any of these methods.

In addition, the manner in which the selling stockholders may sell some or all of the securities covered by this prospectus includes any method permitted by law, including, without limitation, through:

a block trade in which a broker-dealer will attempt to sell as agent, but may position or resell a portion of the block, as principal, in order to facilitate the transaction;

purchases by a broker-dealer, as principal, and resale by the broker-dealer for its account;

ordinary brokerage transactions and transactions in which a broker solicits purchasers; or

privately negotiated transactions.

The selling stockholders may also enter into hedging transactions. For example, the selling stockholders may:

enter into transactions with a broker-dealer or affiliate thereof in connection with which such broker-dealer or affiliate will engage in short sales of the common stock pursuant to this prospectus, in which case such broker-dealer or affiliate may use shares of common stock received from the selling stockholders to close out its short positions;

sell securities short and redeliver such shares to close out the short positions;

enter into option or other types of transactions that require the selling stockholders to deliver common stock to a broker-dealer or an affiliate thereof, who will then resell or transfer the common stock under this

prospectus; or

loan or pledge the common stock to a broker-dealer or an affiliate thereof, who may sell the loaned shares or, in an event of default in the case of a pledge, sell the pledged shares pursuant to this prospectus.

The securities covered by this prospectus may be sold:

on a national securities exchange;

in the over-the-counter market; or

in transactions otherwise than on an exchange or in the over-the-counter market.

In addition, the selling stockholders may enter into derivative or hedging transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. In connection with such a transaction, the third parties may sell securities covered by and pursuant to this prospectus and an applicable prospectus supplement or pricing supplement, as the case may be. If so, the third party may use securities borrowed from the selling stockholders or others to settle such sales and may use securities received from the selling stockholders to close out any related short positions. The selling stockholders may also loan or pledge securities covered by this prospectus and an applicable prospectus supplement to third parties, who may sell the loaned securities or, in an event of default in the case of a pledge, sell the pledged securities pursuant to this prospectus and the applicable prospectus supplement or pricing supplement, as the case may be.

**Table of Contents**

A prospectus supplement with respect to each offering of securities will state the terms of the offering of the securities, including:

the name or names of any participating underwriters, brokers, dealers or agents and the amounts of securities underwritten or purchased by each of them, if any;

the public offering price or purchase price of the securities and the net proceeds to be received by the selling stockholders from the sale;

any delayed delivery arrangements;

any underwriting discounts, commissions or agency fees and other items constituting underwriters , brokers , dealers or agents compensation;

any discounts or concessions allowed or reallocated or paid to dealers;

any securities exchange or markets on which the securities may be listed; and

other material terms of the offering.

The offer and sale of the securities described in this prospectus by the selling stockholders, the underwriters or the third parties described above may be effected from time to time in one or more transactions, including privately negotiated transactions, either:

at a fixed price or prices, which may be changed;

at market prices prevailing at the time of sale;

at prices related to the prevailing market prices; or

at negotiated prices.

In addition to selling its common stock under this prospectus, a selling stockholder may:

transfer its common stock in other ways not involving market maker or established trading markets, including directly by gift, distribution, or other transfer;

sell its common stock under Rule 144 or Rule 145 of the Securities Act rather than under this prospectus, if the transaction meets the requirements of Rule 144 or Rule 145; or

sell its common stock by any other legally available means.

**General**

Any public offering price and any discounts, commissions, concessions or other items constituting compensation allowed or reallocated or paid to underwriters, dealers, agents or remarketing firms may be changed from time to time. Any selling stockholders, underwriters, dealers, agents and remarketing firms that participate in the distribution of the offered securities may be underwriters as defined in the Securities Act. Any discounts or commissions they receive from the selling stockholders and any profits they receive on the resale of the offered securities may be treated as underwriting discounts and commissions under the Securities Act. The selling stockholders will identify any underwriters, agents or dealers and describe their commissions, fees or discounts in the applicable prospectus supplement or pricing supplement, as the case may be.

The selling stockholders and other persons participating in the sale or distribution of the securities will be subject to applicable provisions of the Exchange Act, and the rules and regulations thereunder, including Regulation M. This regulation may limit the timing of purchases and sales of any of the securities by the selling stockholders or any other person. The anti-manipulation rules under the Exchange Act may apply to sales of securities in the market and to the activities of the selling

## **Table of Contents**

stockholders and any affiliates of the selling stockholders. Furthermore, Regulation M may restrict the ability of any person engaged in the distribution for a period of up to five business days before the distribution. These restrictions may affect the marketability of the securities and the ability of any person or entity to engage in market-making activities with respect to the securities.

The selling stockholders are not restricted as to the price or prices at which they may sell the securities. Sales of such securities may have an adverse effect on the market price of the securities.

Moreover, it is possible that a significant number of shares of common stock could be sold at the same time, which may have an adverse effect on the market price of the securities.

We cannot assure you that the selling stockholders will sell all or any portion of the securities offered hereby.

## **Underwriters and Agents**

If underwriters are used in a sale, they will acquire the offered securities for their own account. The underwriters may resell the offered securities in one or more transactions, including negotiated transactions. These sales may be made at a fixed public offering price or prices, which may be changed, at market prices prevailing at the time of the sale, at prices related to such prevailing market prices or at negotiated prices. The selling stockholders may offer the securities to the public through an underwriting syndicate or through a single underwriter. The underwriters in any particular offering will be mentioned in the applicable prospectus supplement or pricing supplement, as the case may be.

Unless otherwise specified in connection with any particular offering of securities, the obligations of the underwriters to purchase the offered securities will be subject to certain conditions contained in an underwriting agreement that we and the applicable selling stockholders will enter into with the underwriters at the time of the sale to them. The underwriters will be obligated to purchase all of the securities of the series offered if any of the securities are purchased, unless otherwise specified in connection with any particular offering of securities. Any initial offering price and any discounts or concessions allowed, reallocated or paid to dealers may be changed from time to time.

The selling stockholders may designate agents to sell the offered securities. Unless otherwise specified in connection with any particular offering of securities, the agents will agree to use their best efforts to solicit purchases for the period of their appointment. The selling stockholders may also sell the offered securities to one or more remarketing firms, acting as principals for their own accounts or as agents for us or any selling stockholders. These firms will remarket the offered securities upon purchasing them in accordance with a redemption or repayment pursuant to the terms of the offered securities. A prospectus supplement or pricing supplement, as the case may be, will identify any remarketing firm and will describe the terms of its agreement, if any, with the selling stockholders and its compensation.

In connection with offerings made through underwriters or agents, the selling stockholders may enter into agreements with such underwriters or agents pursuant to which the selling stockholders receive outstanding securities in consideration for the securities being offered to the public for cash. In connection with these arrangements, the underwriters or agents may also sell securities covered by this prospectus to hedge their positions in these outstanding securities, including in short sale transactions. If so, the underwriters or agents may use the securities received from the selling stockholders under these arrangements to close out any related open borrowings of securities.

**Table of Contents**

**Dealers**

The selling stockholders may sell the offered securities to dealers as principals. The selling stockholders may negotiate and pay dealers' commissions, discounts or concessions for their services. The dealer may then resell such securities to the public either at varying prices to be determined by the dealer or at a fixed offering price agreed to with the selling stockholders at the time of resale. Dealers engaged by the selling stockholders may allow other dealers to participate in resales.

**Direct Sales**

The selling stockholders may choose to sell the offered securities directly. In this case, no underwriters or agents would be involved.

**Institutional Purchasers**

The selling stockholders may authorize agents, dealers or underwriters to solicit certain institutional investors to purchase offered securities on a delayed delivery basis pursuant to delayed delivery contracts providing for payment and delivery on a specified future date. The applicable prospectus supplement or pricing supplement, as the case may be will provide the details of any such arrangement, including the offering price and commissions payable on the solicitations.

The selling stockholders will enter into such delayed contracts only with institutional purchasers that the selling stockholders approve. These institutions may include commercial and savings banks, insurance companies, pension funds, investment companies and educational and charitable institutions.

**Indemnification; Other Relationships**

We and the selling stockholders may have agreements with agents, underwriters, dealers and remarketing firms to indemnify them against certain civil liabilities, including liabilities under the Securities Act. Agents, underwriters, dealers and remarketing firms, and their affiliates, may engage in transactions with, or perform services for, the selling stockholders in the ordinary course of business. This includes commercial banking and investment banking transactions.

We may agree to indemnify in certain circumstances the selling stockholders against certain liabilities, including liabilities under the Securities Act. The selling stockholders may agree to indemnify us in certain circumstances against certain liabilities, including liabilities under the Securities Act.

**Market-Making; Stabilization and Other Transactions**

In connection with any offering of common stock, the underwriters may purchase and sell shares of common stock in the open market. These transactions may include short sales, syndicate covering transactions and stabilizing transactions. Short sales involve syndicate sales of common stock in excess of the number of shares to be purchased by the underwriters in the offering, which creates a syndicate short position. Covered short sales are sales of shares made in an amount up to the number of shares represented by the underwriters' over-allotment option. In determining the source of shares to close out the covered syndicate short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option. Transactions to close out the covered syndicate short involve either purchases of the common stock in the open market after the distribution





**Table of Contents**

has been completed or the exercise of the over-allotment option. The underwriters may also make naked short sales of shares in excess of the overallotment option. The underwriters must close out any naked short position by purchasing shares of common stock in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of bids for or purchases of shares in the open market while the offering is in progress for the purpose of pegging, fixing or maintaining the price of the securities.

In connection with any offering, the underwriters may also engage in penalty bids. Penalty bids permit the underwriters to reclaim a selling concession from a syndicate member when the securities originally sold by the syndicate member are purchased in a syndicate covering transaction to cover syndicate short positions. Stabilizing transactions, syndicate covering transactions and penalty bids may cause the price of the securities to be higher than it would be in the absence of the transactions. The underwriters may, if they commence these transactions, discontinue them at any time.

**Fees and Commissions**

We will pay the expenses, other than underwriting discounts and commissions, associated with the registration and sale of shares to be sold by the selling stockholders. The selling stockholders will pay any underwriting discounts, selling commissions or other minor expenses.

**Table of Contents**

**LEGAL MATTERS**

The validity of the shares of common stock offered hereby will be passed upon for us by Morgan, Lewis & Bockius LLP. Any underwriters will also be advised about legal matters by their own counsel, which will be named in the applicable prospectus supplement.

**EXPERTS**

The financial statements incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended December 29, 2013 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We have filed with the SEC a registration statement on Form S-3 under the Securities Act with respect to the common stock offered hereby. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement, some items of which are contained in exhibits to the registration statement as permitted by the rules and regulations of the SEC. For further information with respect to us and our common stock, we refer you to the registration statement, including the exhibits. A copy of the registration statement and the exhibits filed therewith may be inspected without charge at the public reference room of the SEC, located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the public reference rooms by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website that contains reports, proxy statements, and other information about issuers, like us, that file electronically with the SEC. The address of that website is *www.sec.gov*.

We file periodic reports, proxy statements, and other information with the SEC. These periodic reports, proxy statements, and other information will be available for inspection and copying at the SEC's public reference facilities and the website of the SEC referred to above. We also maintain a website at *www.sprouts.com*. You may access our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act with the SEC free of charge at our website as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. The information contained in, or that can be accessed through, our website is not part of this prospectus.

**INCORPORATION OF DOCUMENTS BY REFERENCE**

The SEC allows us to incorporate by reference information from other documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus. Information in this prospectus supersedes information incorporated by reference that we filed with the SEC prior to the date of this prospectus.

We incorporate by reference into this prospectus and the registration statement of which this prospectus is a part the information or documents listed below that we have filed with the SEC.

our Annual Report on Form 10-K for the fiscal year ended December 29, 2013, as filed with the SEC on February 27, 2014;

our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 30, 2014 and June 29, 2014, as filed with the SEC on May 7, 2014 and August 7, 2014, respectively;

**Table of Contents**

our Current Reports on Form 8-K, as filed with the SEC on March 12, 2014 and May 16, 2014 (as amended by our Current Report on Form 8-K/A filed with the SEC on August 6, 2014);

our Definitive Proxy Statement on Schedule 14A, as filed with the SEC on March 17, 2014 (other than those portions of such Proxy Statement not deemed to be filed with the SEC); and

the description of our common stock contained in our Registration Statement on Form 8-A, as filed with the SEC on July 29, 2013, including any amendment or report filed for the purpose of updating such description. We incorporate by reference any filings made with the SEC in accordance with Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus and until the date all of the securities offered hereby are sold or the offering is otherwise terminated, with the exception of any information furnished under Item 2.02 and Item 7.01 of Form 8-K, which is not deemed filed and which is not incorporated by reference herein. Any such filings shall be deemed to be incorporated by reference and to be a part of this prospectus from the respective dates of filing of those documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed modified, superseded or replaced for purposes of this prospectus to the extent that a statement contained in this prospectus modifies, supersedes or replaces such statement.

You may request, orally or in writing, a copy of any or all of the documents incorporated herein by reference. These documents will be provided to you at no cost, by contacting: Investor Relations, Sprouts Farmers Market, Inc., 11811 North Tatum Boulevard, Suite 2400, Phoenix, Arizona 85028, (480) 814-8016, email address: [InvestorRelations@sprouts.com](mailto:InvestorRelations@sprouts.com). In addition, copies of any or all of the documents incorporated herein by reference may be accessed at our website at [www.sprouts.com](http://www.sprouts.com). Other than the documents specifically set forth above, the information contained on our website is not incorporated by reference into this prospectus, and you should not consider any information contained on, or that can be accessed through, our website as part of this prospectus or in deciding whether to purchase our common stock.

Neither we nor the selling stockholders have authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this prospectus or in any free writing prospectuses we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you.

**Table of Contents**

15,000,000 Shares

**Sprouts Farmers Market, Inc.**

Common Stock

**Goldman, Sachs & Co.**

**Credit Suisse**

**Apollo Global Securities**

**Deutsche Bank Securities**

**Guggenheim Securities**

**UBS Investment Bank**

**Wolfe Research Securities**