

Sprouts Farmers Market, Inc.  
Form 8-K  
August 13, 2014

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported) August 12, 2014**

**Sprouts Farmers Market, Inc.**

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

**Delaware**  
**(State or other jurisdiction**  
**of incorporation or organization)**

**001-36029**  
**(Commission**  
**File Number)**  
**11811 N. Tatum Boulevard, Suite 2400**

**32-0331600**  
**(I.R.S. Employer**  
**Identification No.)**

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**Phoenix, Arizona 85028**

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

**(480) 814-8016**

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

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

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

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

On August 12, 2014, Sprouts Farmers Market, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named in Schedule I thereto (collectively, the Underwriters), and the selling stockholders named in Schedule II thereto (collectively, the Selling Stockholders), relating to the public offering of 15,000,000 shares of the Company's common stock, par value \$0.001 per share (the Offering), by the Selling Stockholders at a public offering price of \$30.00 per share. Pursuant to the Underwriting Agreement, the Underwriters have a 30-day option to purchase up to an additional 2,250,000 shares of the Company's stock from the Selling Stockholders.

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

The Company will not receive any proceeds from the sale of shares by the Selling Stockholders. The Company will pay the expenses, other than underwriting discounts, associated with the sale of shares by the Selling Stockholders. The Offering is being made pursuant to the Company's effective shelf registration statement on Form S-3 (File No. 333-198039) filed with the Securities and Exchange Commission on August 11, 2014, and the related prospectus supplement and accompanying prospectus. The Offering is expected to close on or about August 18, 2014, subject to customary closing conditions.

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

(d) Exhibits

Exhibit

Number

Description

- |      |  |
|------|--|
| 1.1  | Underwriting Agreement, dated August 12, 2014, by and among Sprouts Farmers Market, Inc., Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named in Schedule I thereto, and the selling stockholders named in Schedule II thereto |
| 5.1  | Opinion of Morgan, Lewis & Bockius, LLP  |
| 23.1 | Consent of Morgan, Lewis & Bockius, LLP (included in Exhibit 5.1 hereto)   |

**SIGNATURES**

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

**SPROUTS FARMERS MARKET, INC.**

Date: August 13, 2014

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

**EXHIBIT INDEX**

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