
Section 1: 8-K (8-K - CHAIRMAN TRANSITION)

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

FORM 8-K

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

Date of Report (Date of earliest event reported) November 14, 2016

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)

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

**5455 E. High Street, Suite 111
Phoenix, Arizona 85054**
(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 14, 2016, J. Douglas Sanders notified Sprouts Farmers Market, Inc. (the “Company”) that he is resigning from his role as Executive Chairman of the Board of Directors (the “Board”) to focus his efforts on his recent appointment as chief executive officer of a technology company, effective at the Board’s forthcoming scheduled meeting on February 20, 2017. Mr. Sanders’s resignation, which was accepted by the Board, was not the result of any disagreement with the Company or the Board, and the Company thanks Mr. Sanders for his many years of service to the Company. In accordance with the letter agreement between the Company and Mr. Sanders, dated August 6, 2015 and previously filed with the Securities and Exchange Commission, Mr. Sanders will receive certain payments beginning upon the effective date of his resignation in February 2017. Mr. Sanders will receive approximately \$3 million, payable over a two-year period.

In order to fill the vacancy of the Chairperson of the Board position created by the forthcoming resignation of Mr. Sanders, the Board has appointed Joseph Fortunato, a current independent member of the Board, as non-executive Chairman of the Board, effective upon the resignation of Mr. Sanders on February 20, 2017.

A press release discussing these matters is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release of Sprouts Farmers Market, Inc., dated November 16, 2016, entitled “Sprouts Farmers Market Announces Changes to its Board of Directors”

SIGNATURES

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

SPROUTS FARMERS MARKET, INC.

Date: November 16, 2016

By: /s/ Brandon F. Lombardi

Name: Brandon F. Lombardi

Title: Chief Legal Officer and Corporate Secretary

EXHIBIT INDEX

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99.1	Press release of Sprouts Farmers Market, Inc., dated November 16, 2016, entitled "Sprouts Farmers Market Announces Changes to its Board of Directors"

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



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SPROUTS FARMERS MARKET, INC. ANNOUNCES CHANGES TO ITS BOARD OF DIRECTORS

PHOENIX, November 16, 2016 (Globe Newswire) – Sprouts Farmers Market, Inc. (Nasdaq: SFM) today announced that Doug Sanders has informed the Board of Directors of his intention to resign as executive chairman of the board, to focus his efforts on his recent appointment as chief executive officer of a technology company. This change will become effective at the board's next scheduled meeting on February 20, 2017.

"Doug has been an integral part of Sprouts since our inception and was instrumental in our evolution from one store in 2002 to one of the largest and fastest growing healthy grocery stores in the country," said Amin Maredia, chief executive officer of Sprouts Farmers Market. "On behalf of all of our team members, I'd like to thank Doug for his leadership and service to Sprouts, and we wish him well in his future endeavors."

Effective upon the resignation of Sanders on February 20, 2017, the board has appointed Joseph Fortunato, an independent director, as the non-executive chairman of the board. Fortunato has served as a member of the Sprouts Board of Directors since 2013, and previously served as an executive for 24 years at GNC Holdings, Inc. (NYSE: GNC), a leading global specialty health, wellness and performance retailer, including most recently as chairman of the board, chief executive officer and president.

"As we continue to build on our strategic initiatives to enhance our healthy living business, I look forward to working with Joe in his new role as chairman and leveraging the deep high-growth, specialty retail knowledge that Joe has built over his 40-year career," said Maredia.

"I am very excited to serve Sprouts in my new capacity as chairman of the board," said Fortunato. "I look forward to continuing to work with the Sprouts board and management team to build upon our trajectory and deliver value to our stockholders."

Forward-Looking Statements

Certain statements in this press release are forward-looking as defined in the Private Securities Litigation Reform Act of 1995. Any statements contained herein that are not statements of historical fact (including, but not limited to, statements to the effect that Sprouts Farmers Market or its management "anticipates," "plans," "estimates," "expects," or "believes," or the negative of these terms and other similar expressions) should be considered forward-looking statements. These statements involve certain risks and uncertainties that may cause actual results to differ materially from expectations as of the date of this release. These risks and uncertainties include, without limitation, risks associated with the company's ability to successfully compete in its intensely competitive industry; the company's ability to successfully open new stores; the company's ability to manage its rapid growth; the company's ability to maintain or improve its operating margins; the company's ability to identify and react to trends in consumer preferences; product supply disruptions; general economic conditions; and other factors as set forth from time to time in the company's Securities and Exchange Commission filings, including, without limitation, the company's Annual Report on Form 10-K. The company

intends these forward-looking statements to speak only as of the time of this release and does not undertake to update or revise them as more information becomes available, except as required by law.

Corporate Profile

Sprouts Farmers Market, Inc. is a healthy grocery store offering fresh, natural and organic foods at great prices. Sprouts offer a complete shopping experience that includes fresh produce, bulk foods, vitamins and supplements, packaged groceries, meat and seafood, deli, baked goods, dairy products, frozen foods, natural body care and household items catering to consumers' growing interest in health and wellness. Headquartered in Phoenix, Arizona, Sprouts employs more than 24,000 team members and operates more than 250 stores in thirteen states from coast to coast. For more information, visit www.sprouts.com or [@sproutsfm](https://twitter.com/sproutsfm) on Twitter.

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Source: Sprouts Farmers Market, Inc.
Phoenix, AZ
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