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**Section 1: 8-K (8-K - DIRECTOR APPOINTMENT)**

**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) October 30, 2017

**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))

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 30, 2017, the Board of Directors of Sprouts Farmers Market, Inc. (the "Company") appointed Joseph O'Leary to the Board, as a Class II director with a term expiring at the Company's 2018 annual meeting of stockholders. Mr. O'Leary will serve on the Nominating and Corporate Governance Committee of the Board.

Mr. O'Leary will participate in the standard compensation plan for the Company's independent directors, including eligibility to receive equity grants pursuant to the Company's 2013 Incentive Plan, as described in the Company's proxy statement filed with the Securities and Exchange Commission ("SEC") on March 20, 2017. Mr. O'Leary will also enter into the Company's form of director and officer indemnification agreement, included as Exhibit 10.12 to the Company's Registration Statement on Form S-1 filed with the SEC on May 9, 2013.

There are no related party transactions between the Company and Mr. O'Leary that would require disclosure under Item 404(a) of Regulation S-K. There is no arrangement or understanding pursuant to which Mr. O'Leary was elected as a director.

A press release announcing Mr. O'Leary's appointment to the Company's Board of Directors 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	<a href="#"><u>Press release of Sprouts Farmers Market, Inc., dated October 30, 2017, entitled "Sprouts Farmers Market Adds Joseph O'Leary to its Board of Directors"</u></a>

## 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: October 30, 2017

By: /s/ Brandon F. Lombardi

Name: Brandon F. Lombardi

Title: Chief Legal Officer and Corporate Secretary

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## Section 2: EX-99.1 (EX-99.1)

**Exhibit 99.1**



#### **Investor Contact:**

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### **SPROUTS FARMERS MARKET ADDS JOSEPH O'LEARY TO ITS BOARD OF DIRECTORS**

**PHOENIX, Ariz. – (Globe Newswire) – October 30, 2017** – Sprouts Farmers Market, Inc. (Nasdaq: SFM) today announced the addition of Joseph (Joe) O'Leary to its board of directors.

"We are excited to welcome a seasoned executive like Joe O'Leary to our board," said Amin Maredia, chief executive officer and a director of Sprouts Farmers Market. "Joe's strategic acumen and deep merchandising and supply chain experience with successful growth-oriented retailers will be a great asset to our company and our board."

O'Leary currently serves on the board of directors of Francesca's Holding Corp. (Nasdaq: FRAN), a growing specialty retailer which operates a nationwide-chain of boutiques, and PetSmart, Inc., the largest specialty pet retailer of services and solutions for the lifetime needs of pets. O'Leary previously served in various executive leadership roles with PetSmart, including most recently as president and chief operating officer, as well as executive vice president of merchandising, marketing, supply chain and strategic planning. Before joining PetSmart, O'Leary served as chief operating officer of Human Touch, LLC, and senior vice president, supply chain strategy and global logistics of Gap Inc. (NYSE: GPS).

"Sprouts has become a leader in its industry by making healthy living easy and affordable," said O'Leary. "This is an exciting time to join Sprouts, and I am thrilled to work with the board and management team to help lead the company on the journey ahead."

#### **Corporate Profile**

Sprouts Farmers Market, Inc. specializes in fresh, natural and organic products at prices that appeal to everyday grocery shoppers. Based on the belief that healthy food should be affordable, Sprouts' welcoming environment and knowledgeable team members continue to drive its growth. Sprouts offers a complete shopping experience that includes an array of fresh produce in the heart of the store, a deli with prepared entrees and side dishes, The Butcher Shop, The Fish Market, an expansive vitamins and supplements department and more. Headquartered in Phoenix, Arizona, Sprouts employs more than 27,000 team members and operates more than 280 stores in 15 states from coast to coast. For more information, visit [sprouts.com](http://sprouts.com) or @sproutsfm on Twitter.

#### **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.

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Source: Sprouts Farmers Market, Inc.  
Phoenix, AZ  
10/30/17

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