

## Section 1: 10-Q (2018 Q2 10-Q)

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

### FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 1, 2018

Commission File Number: 001-36029



## Sprouts Farmers Market, Inc.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**32-0331600**

(I.R.S. Employer Identification No.)

**5455 East 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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 1, 2018, the registrant had 127,086,822 shares of common stock, \$0.001 par value per share, outstanding.

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES**  
**QUARTERLY REPORT ON FORM 10-Q**  
**FOR THE QUARTERLY PERIOD ENDED JULY 1, 2018**

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## Forward-Looking Statements

*This Quarterly Report on Form 10-Q contains “forward-looking statements” that involve substantial risks and uncertainties. The statements contained in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (referred to as the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (referred to as the “Exchange Act”), including, but not limited to, statements regarding our expectations, beliefs, intentions, strategies, future operations, future financial position, future revenue, projected expenses, and plans and objectives of management. In some cases, you can identify forward-looking statements by terms such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “project,” “will,” “would,” “should,” “could,” “can,” “predict,” “potential,” “continue,” “objective,” or the negative of these terms, and similar expressions intended to identify forward-looking statements. However, not all forward-looking statements contain these identifying words. These forward-looking statements reflect our current views about future events and involve known risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievement to be materially different from those expressed or implied by the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section titled “Risk Factors” included in this Quarterly Report on Form 10-Q, our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and our other filings with the Securities and Exchange Commission. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.*

*As used in this Quarterly Report on Form 10-Q, unless the context otherwise requires, references to the “Company,” “Sprouts,” “Sprouts Farmers Market,” “we,” “us” and “our” refer to Sprouts Farmers Market, Inc. and, where appropriate, its subsidiaries.*

**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)  
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)**

	July 1, 2018	December 31, 2017
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 23,174	\$ 19,479
Accounts receivable, net	27,580	25,893
Inventories	250,564	229,542
Prepaid expenses and other current assets	28,696	24,593
<b>Total current assets</b>	<b>330,014</b>	<b>299,507</b>
Property and equipment, net of accumulated depreciation	776,323	713,031
Intangible assets, net of accumulated amortization	195,504	196,205
Goodwill	368,078	368,078
Other assets	13,850	4,782
<b>Total assets</b>	<b>\$ 1,683,769</b>	<b>\$ 1,581,603</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and other accrued liabilities	\$ 265,578	\$ 244,853
Accrued salaries and benefits	38,410	45,623
Current portion of capital and financing lease obligations	14,362	9,238
<b>Total current liabilities</b>	<b>318,350</b>	<b>299,714</b>
Long-term capital and financing lease obligations	121,647	125,489
Long-term debt	458,000	348,000
Other long-term liabilities	139,984	130,640
Deferred income tax liability	44,616	27,066
<b>Total liabilities</b>	<b>1,082,597</b>	<b>930,909</b>
Commitments and contingencies (Note 8)		
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, 127,570,117 shares issued and outstanding, July 1, 2018; 132,823,981 shares issued and outstanding, December 31, 2017	126	132
Additional paid-in capital	636,445	620,788
Accumulated other comprehensive income (loss)	3,702	(784)
(Accumulated deficit) retained earnings	(39,101)	30,558
<b>Total stockholders' equity</b>	<b>601,172</b>	<b>650,694</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,683,769</b>	<b>\$ 1,581,603</b>

The accompanying notes are an integral part of these consolidated financial statements.

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(UNAUDITED)**  
**(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)**

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 1, 2018	July 2, 2017	July 1, 2018	July 2, 2017
Net sales	\$ 1,321,693	\$ 1,183,975	\$ 2,608,889	\$ 2,314,620
Cost of sales, buying and occupancy	941,281	841,989	1,841,425	1,635,348
Gross profit	380,412	341,986	767,464	679,272
Direct store expenses	272,973	236,087	535,568	465,145
Selling, general and administrative expenses	43,437	38,189	84,884	70,357
Store pre-opening costs	2,275	4,141	5,595	7,599
Store closure and other costs	26	98	36	189
Income from operations	61,701	63,471	141,381	135,982
Interest expense	(6,544)	(5,100)	(12,609)	(9,838)
Other income	117	131	325	226
Income before income taxes	55,274	58,502	129,097	126,370
Income tax provision	(13,565)	(17,534)	(20,764)	(39,115)
Net income	<u>\$ 41,709</u>	<u>\$ 40,968</u>	<u>\$ 108,333</u>	<u>\$ 87,255</u>
Net income per share:				
Basic	\$ 0.32	\$ 0.30	\$ 0.83	\$ 0.64
Diluted	\$ 0.32	\$ 0.29	\$ 0.82	\$ 0.62
Weighted average shares outstanding:				
Basic	<u>129,423</u>	<u>136,796</u>	<u>130,924</u>	<u>136,933</u>
Diluted	<u>130,012</u>	<u>139,493</u>	<u>131,949</u>	<u>139,847</u>

The accompanying notes are an integral part of these consolidated financial statements.

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**  
**(IN THOUSANDS)**

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 1, 2018	July 2, 2017	July 1, 2018	July 2, 2017
Net income	\$ 41,709	\$ 40,968	\$ 108,333	\$ 87,255
Other comprehensive income, net of tax				
Unrealized gain on cash flow hedging activities, net of income tax of \$404, \$0, \$1,552 and \$0	1,166	—	4,486	—
Total other comprehensive income	<u>\$ 1,166</u>	<u>\$ —</u>	<u>\$ 4,486</u>	<u>\$ —</u>
Comprehensive income	<u>\$ 42,875</u>	<u>\$ 40,968</u>	<u>\$ 112,819</u>	<u>\$ 87,255</u>

The accompanying notes are an integral part of these consolidated financial statements.

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(UNAUDITED)**  
**(IN THOUSANDS, EXCEPT SHARE AMOUNTS)**

	Shares	Common Stock	Additional Paid In Capital	(Accumulated deficit) Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
<b>Balances at January 1, 2017</b>	140,002,242	\$ 140	\$597,269	\$ 75,500	\$ —	\$ 672,909
Net income	—	—	—	158,440	—	158,440
Other comprehensive income (loss)	—	—	—	—	(784)	(784)
Issuance of shares under stock plans	2,144,669	2	9,298	—	—	9,300
Repurchase and retirement of common stock	(9,696,819)	(10)	—	(203,382)	—	(203,392)
Equity-based compensation	—	—	14,221	—	—	14,221
<b>Balances at December 31, 2017</b>	132,450,092	\$ 132	\$620,788	\$ 30,558	\$ (784)	\$ 650,694
Net income	—	—	—	108,333	—	108,333
Other comprehensive income (loss)	—	—	—	—	4,486	4,486
Issuance of shares under stock plans	2,398,730	2	7,027	—	—	7,029
Repurchase and retirement of common stock	(7,692,571)	(8)	—	(177,992)	—	(178,000)
Equity-based compensation	—	—	8,630	—	—	8,630
<b>Balances at July 1, 2018</b>	<u>127,156,251</u>	<u>\$ 126</u>	<u>\$636,445</u>	<u>\$ (39,101)</u>	<u>\$ 3,702</u>	<u>\$ 601,172</u>

The accompanying notes are an integral part of these consolidated financial statements.

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**  
**(IN THOUSANDS)**

	Twenty-six Weeks Ended	
	July 1, 2018	July 2, 2017
<b>Cash flows from operating activities</b>		
Net income	\$ 108,333	\$ 87,255
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	53,829	46,142
Accretion of asset retirement obligation and closed store reserve	147	94
Amortization of financing fees and debt issuance costs	517	231
Loss on disposal of property and equipment	236	356
Equity-based compensation	8,630	6,239
Deferred income taxes	17,550	18,039
Changes in operating assets and liabilities:		
Accounts receivable	(2,954)	4,106
Inventories	(21,022)	(13,940)
Prepaid expenses and other current assets	(1,312)	(1,549)
Other assets	(6,745)	(2,450)
Accounts payable and other accrued liabilities	10,379	24,996
Accrued salaries and benefits	(7,154)	2,051
Other long-term liabilities	10,674	8,313
Cash flows from operating activities	<u>171,108</u>	<u>179,883</u>
<b>Cash flows from investing activities</b>		
Purchases of property and equipment	(103,936)	(117,753)
Proceeds from sale of property and equipment	1	30
Cash flows used in investing activities	<u>(103,935)</u>	<u>(117,723)</u>
<b>Cash flows from financing activities</b>		
Proceeds from revolving credit facilities	140,000	85,000
Payments on revolving credit facilities	(30,000)	(30,000)
Payments on capital and financing lease obligations	(2,135)	(2,068)
Payments of deferred financing costs	(2,131)	—
Cash from landlords related to capital and financing lease obligations	2,113	1,325
Repurchase of common stock	(178,000)	(120,000)
Proceeds from exercise of stock options	6,734	5,932
Other	(59)	—
Cash flows used in financing activities	<u>(63,478)</u>	<u>(59,811)</u>
Increase in cash and cash equivalents	3,695	2,349
Cash and cash equivalents at beginning of the period	19,479	12,465
Cash and cash equivalents at the end of the period	<u>\$ 23,174</u>	<u>\$ 14,814</u>
<b>Supplemental disclosure of cash flow information</b>		
Cash paid for interest	\$ 12,292	\$ 9,438
Cash paid for income taxes	12,291	19,595
<b>Supplemental disclosure of non-cash investing and financing activities</b>		
Property and equipment in accounts payable	\$ 27,959	\$ 16,358
Property acquired through capital and financing lease obligations	7,452	9,774

The accompanying notes are an integral part of these consolidated financial statements.

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**1. Basis of Presentation**

Sprouts Farmers Market, Inc., a Delaware corporation, through its subsidiaries, operates as a healthy grocery store that offers fresh, natural and organic food through 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, beer and wine, natural body care and household items catering to consumers' growing interest in health and wellness. The "Company" is used to refer collectively to Sprouts Farmers Market, Inc. and unless the context otherwise requires, its subsidiaries.

The accompanying unaudited consolidated financial statements include the accounts of the Company in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and are in the form prescribed by the Securities and Exchange Commission in instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, the accompanying consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, considered necessary for a fair statement of the Company's financial position, results of operations and cash flows for the periods indicated. All material intercompany accounts and transactions have been eliminated in consolidation. Interim results are not necessarily indicative of results for any other interim period or for a full fiscal year. The information included in these consolidated financial statements and notes thereto should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations included herein and Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto for the fiscal year ended December 31, 2017 ("fiscal year 2017") included in the Company's Annual Report on Form 10-K, filed on February 22, 2018.

The year-end balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP.

The Company reports its results of operations on a 52- or 53-week fiscal calendar ending on the Sunday closest to December 31. The fiscal year ending December 30, 2018 ("fiscal year 2018") and fiscal year 2017 are 52-week years. The Company reports its results of operations on a 13-week quarter, except for 53-week fiscal years.

Certain reclassifications of amounts reported in prior periods have been made to conform with the current period presentation.

All dollar amounts are in thousands, unless otherwise noted.

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**2. Summary of Significant Accounting Policies**

The Company has adopted Accounting Standards Codification (“ASC”) 606, “Revenue from Contracts with Customers” in the first quarter of fiscal year 2018, with a date of initial application of January 1, 2018, using the modified retrospective approach. Comparative information presented has not been adjusted and continues to be reported under ASC 605.

The Company applied ASC 606 to all of its contracts with customers. As a result of the adoption, there is no impact to any financial statement line item, and the Company has recorded no impact to opening retained earnings as of January 1, 2018.

The Company does not have any material contract assets or receivables from contracts with customers, any revenue recognized in the current period from performance obligations satisfied in previous periods, any contract performance obligations, or any material costs to obtain or fulfill a contract as of July 1, 2018. The Company had a net gift card liability balance of \$7.6 million as of July 1, 2018 and \$13.1 million as of December 31, 2017. During the twenty-six weeks ended July 1, 2018, the Company recognized \$12.0 million in sales related to gift cards redeemed by customers.

Revenue is recognized at the point of sale. The Company’s performance obligations are satisfied upon the transfer of goods to the customer, at the point of sale, and payment from customers is also due at the time of sale. Proceeds from the sale of gift cards are recorded as a liability at the time of sale, and recognized as sales when they are redeemed by the customer and the performance obligation is satisfied by the Company.

The nature of goods the Company transfers to customers at the point of sale are inventories, consisting of merchandise purchased for resale.

***Recently Adopted Accounting Pronouncements***

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, “Revenue from Contracts with Customers.” ASU No. 2014-09 provides guidance for revenue recognition. The standard’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under current guidance. These may include identifying performance obligations in the contract, and estimating the amount of variable consideration to include in the transaction price attributable to each separate performance obligation. Subsequent to the initial standards, the FASB has also issued several ASUs to clarify specific revenue recognition topics. The Company adopted ASC 606 effective January 1, 2018 using the modified retrospective approach. As noted above, there is no impact to any financial statement line item as a result of the adoption, and the Company has recorded no impact to opening retained earnings as of January 1, 2018. The Company has added additional disclosures of disaggregated revenue by type in Note 13, “Segments.”

In March 2016, the FASB issued ASU No. 2016-04, “Liabilities-Extinguishments of Liabilities (Subtopic 405-20): Recognition of breakage for certain prepaid stored-value products.” ASU No. 2016-04 provides a narrow scope exception to the guidance in Subtopic 405-20 to require that stored-value breakage be accounted for consistently with the breakage guidance in Topic 606. The amendments in this update contain specific guidance for derecognition of prepaid stored-value product liabilities, thereby eliminating the current and potential future diversity. The guidance was effective for the Company for its fiscal year 2018. The Company adopted this guidance using the modified retrospective approach. As noted above, there is no impact to any financial statement line item as a result of the adoption, and the Company recorded no impact to opening retained earnings as of January 1, 2018.

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments." This update provides clarifications on the cash flow classification for eight specific cash flow issues: debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies (COLIs) (including bank-owned life insurance policies (BOLIs)); distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. Adoption of this guidance took place during the first quarter of fiscal year 2018, using the retrospective transition method, and the adoption had no impact on the Company's consolidated financial statements or disclosures.

In May 2017, the FASB issued ASU No. 2017-09, "Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting." The amendments in this update provide guidance about which changes to the terms or conditions of a share-based award require an entity to apply modification accounting in Topic 718. Adoption of this guidance took place prospectively in fiscal year 2018, and the adoption did not have an impact on the Company's consolidated financial statements or disclosures.

***Recently Issued Accounting Pronouncements Not Yet Adopted***

In February 2016, the FASB issued ASU No. 2016-02, "Leases (ASC 842)." ASU No. 2016-02 requires lessees to recognize a right-of-use asset and corresponding lease liability for all leases with terms greater than twelve months. Recognition, measurement and presentation of expenses will depend on classification as a finance or operating lease. The new guidance also requires certain additional quantitative and qualitative disclosures. This guidance will be effective for the Company for its fiscal year 2019, with early adoption permitted, and the Company is currently evaluating the potential impact of this guidance. The adoption of this ASU is expected to result in a material increase to the Company's consolidated balance sheets for right-of-use assets and lease liabilities.

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment." The amendments in this update eliminate the second step of the goodwill impairment test and provide that an entity will apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. The new guidance does not amend the optional qualitative assessment of goodwill impairment. The guidance will be effective for the Company for its fiscal year 2020, with early adoption permitted. The Company does not expect this ASU to materially impact the Company's consolidated financial statements.

No other new accounting pronouncements issued or effective during the twenty-six weeks ended July 1, 2018 had, or are expected to have, a material impact on the Company's consolidated financial statements.

**3. Fair Value Measurements**

The Company records its financial assets and liabilities in accordance with the framework for measuring fair value in accordance with GAAP. This framework establishes a fair value hierarchy that prioritizes the inputs used to measure fair value:

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3: Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

Fair value measurements of nonfinancial assets and nonfinancial liabilities are primarily used in the impairment analysis of goodwill, indefinite-lived intangible assets and long-lived assets.

The following tables present the fair value hierarchy for the Company's financial assets and liabilities measured at fair value on a recurring basis as of July 1, 2018 and December 31, 2017:

July 1, 2018	Level 1	Level 2	Level 3	Total
Long-term debt	\$ —	\$ 458,000	\$ —	\$ 458,000
Total liabilities	\$ —	\$ 458,000	\$ —	\$ 458,000
Interest rate swap asset	\$ —	\$ 4,990	\$ —	\$ 4,990
Total assets	\$ —	\$ 4,990	\$ —	\$ 4,990

  

December 31, 2017	Level 1	Level 2	Level 3	Total
Long-term debt	\$ —	\$ 348,000	\$ —	\$ 348,000
Interest rate swap liability	—	1,064	—	1,064
Total liabilities	\$ —	\$ 349,064	\$ —	\$ 349,064

The Company's interest rate swaps are considered Level 2 in the hierarchy and are valued using an income approach. Expected future cash flows are converted to a present value amount based on market expectations of the yield curve on floating interest rates, which is readily available on public markets.

Cash and cash equivalents, accounts receivable, prepaid expenses and other current assets, accounts payable and other accrued liabilities and, accrued salaries and benefits approximate fair value because of the short maturity of those instruments. Based on comparable open market transactions, the fair value of the long-term debt approximated carrying value as of July 1, 2018 and December 31, 2017.

#### 4. Long-Term Debt

A summary of long-term debt is as follows:

Facility	Maturity	Interest Rate	As of	
			July 1, 2018	December 31, 2017
<b>Senior secured debt</b>				
\$700.0 million Credit Agreement	March 27, 2023	Variable	\$ 458,000	\$ —
Former Credit Facility	April 17, 2020	Variable	—	348,000
<b>Total debt</b>			458,000	348,000
<b>Long-term debt</b>			\$ 458,000	\$ 348,000

#### **Senior Secured Revolving Credit Facility**

##### *March 2018 Refinancing*

On March 27, 2018, the Company's subsidiary, Sprouts Farmers Markets Holdings, LLC ("Intermediate Holdings"), as borrower, entered into an amended and restated credit agreement (the "Amended and Restated Credit Agreement") to amend and restate the Company's existing senior secured credit facility, dated April 17, 2015 (the "Former Credit Facility"). The Amended and Restated Credit Agreement provides for a revolving credit facility with an initial aggregate commitment of \$700.0 million, an increase from \$450.0 million from the Former Credit Facility, which may be increased from time to time pursuant to an expansion feature set forth in the Amended and Restated Credit Agreement.

**SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

Concurrently with the closing of the Amended and Restated Credit Agreement, all commitments under the Former Credit Facility were terminated, resulting in a \$0.3 million loss on early extinguishment of debt, recorded in interest expense during the first quarter of fiscal year 2018. The loss was due to the write-off of a proportional amount of deferred financing costs associated with the Former Credit Facility as the result of certain banks exiting the Amended and Restated Credit Agreement in connection with the refinancing. No amounts were outstanding under the Former Credit Facility as of July 1, 2018.

The Company capitalized debt issuance costs of \$2.1 million related to the refinancing which combined with the remaining \$0.7 million debt issuance costs for the Former Credit Facility, are being amortized on a straight-line basis to interest expense over the five-year term of the Amended and Restated Credit Agreement.

The Amended and Restated Credit Agreement also provides for a letter of credit subfacility and a \$15.0 million swingline facility. Letters of credit issued under the Amended and Restated Credit Agreement reduce its borrowing capacity. Letters of credit totaling \$27.0 million have been issued as of July 1, 2018, primarily to support the Company's insurance programs.

*Guarantees*

Obligations under the Amended and Restated Credit Agreement are guaranteed by the Company and all of its current and future wholly-owned material domestic subsidiaries (other than the borrower), and are secured by first-priority security interests in substantially all of the assets of the Company and its subsidiary guarantors, including, without limitation, a pledge by the Company of its equity interest in Intermediate Holdings.

*Interest and Fees*

Loans under the Amended and Restated Credit Agreement initially bear interest at LIBOR plus 1.50% per annum. The interest rate margins are subject to adjustment pursuant to a pricing grid based on the Company's total net leverage ratio, as set forth in the Amended and Restated Credit Agreement. Under the terms of the Amended and Restated Credit Agreement, the Company is obligated to pay a commitment fee on the available unused amount of the commitments between 0.15% to 0.30% per annum, also pursuant to a pricing grid based on the Company's total net leverage ratio.

The interest rate on approximately 55% of outstanding debt under the Amended and Restated Credit Agreement is fixed, due to certain floating to fixed swaps implemented in December 2017 (see Note 11, "Derivative Financial Instruments").

Outstanding letters of credit under the Amended and Restated Credit Agreement are subject to a participation fee of 1.50% per annum and an issuance fee of 0.125% per annum.

*Payments and Borrowings*

The Amended and Restated Credit Agreement is scheduled to mature, and the commitments thereunder will terminate on March 27, 2023, subject to extensions as set forth therein.

The Company may prepay loans and permanently reduce commitments under the Amended and Restated Credit Agreement at any time in agreed-upon minimum principal amounts, without premium or penalty (except LIBOR breakage costs, if applicable).

During fiscal year 2017, the Company borrowed \$153.0 million under the Former Credit Facility to be used in connection with the Company's \$250.0 million share repurchase program (see Note 9, "Stockholders' Equity") and made a total of \$60.0 million of principal payments; resulting in total outstanding debt under the Former Credit Facility of \$348.0 million at December 31, 2017. During the twenty-six weeks ended July 1, 2018, the Company borrowed an additional \$140.0 million primarily for share repurchases and made a total of \$30.0 million of principal payments; resulting in total outstanding debt under the Amended and Restated Credit Agreement of \$458.0 million as of July 1, 2018.

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*Covenants*

The Amended and Restated Credit Agreement contains financial, affirmative and negative covenants. The negative covenants include, among other things, limitations on the Company's ability to:

- incur additional indebtedness;
- grant additional liens;
- enter into sale-leaseback transactions;
- make loans or investments;
- merge, consolidate or enter into acquisitions;
- pay dividends or distributions;
- enter into transactions with affiliates;
- enter into new lines of business;
- modify the terms of debt or other material agreements; and
- change its fiscal year.

Each of these covenants is subject to customary and other agreed-upon exceptions.

In addition, the Amended and Restated Credit Agreement requires that the Company and its subsidiaries maintain a maximum total net leverage ratio not to exceed 3.25 to 1.00 and minimum interest coverage ratio not to be less than 1.75 to 1.00. Each of these covenants is tested on the last day of each fiscal quarter, starting with the fiscal quarter ended July 1, 2018.

The Company was in compliance with all applicable covenants under the Amended and Restated Credit Agreement as of July 1, 2018.

***Former Credit Facility***

On April 17, 2015, Intermediate Holdings, as borrower, entered into the Former Credit Facility that provided for a revolving credit facility with an initial aggregate commitment of \$450.0 million, subject to an expansion feature set forth therein. The Former Credit Facility also provided for a letter of credit subfacility and a \$15.0 million swingline facility.

The Former Credit Facility was scheduled to mature, and the commitments thereunder were scheduled to terminate, on April 17, 2020.

Loans under the Former Credit Facility bore interest, at the Company's option, either at adjusted LIBOR plus 1.50% per annum, or a base rate plus 0.50% per annum. The interest rate margins were subject to adjustment pursuant to a pricing grid based on the Company's total gross leverage ratio, as defined in the Former Credit Facility. Under the terms of the Former Credit Facility, the Company was obligated to pay a commitment fee on the available unused amount of the commitments equal to 0.20% per annum.

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**5. Closed Store Reserves**

The following is a summary of closed store reserve activity during the twenty-six weeks ended July 1, 2018 and fiscal year 2017:

	Twenty-six Weeks Ended July 1, 2018	Fiscal Year Ended December 31, 2017
Beginning balance	\$ 811	\$ 1,083
Additions	—	—
Usage	(213)	(492)
Adjustments	73	220
Ending balance	<u>\$ 671</u>	<u>\$ 811</u>

Usage relates to lease payments made during the periods for closed stores.

**6. Income Taxes**

On December 22, 2017, the legislation commonly referred to as the Tax Cuts and Jobs Act (the “Tax Act”) was enacted into law, which changed various corporate income tax provisions within the existing Internal Revenue Code. The most significant changes that impacted the Company were the reduction in the corporate federal income tax rate from 35% to 21% and 100% bonus depreciation for qualified property acquired and placed in service after September 27, 2017 and before January 1, 2023.

Under the guidance set forth in the SEC’s Staff Accounting Bulletin No. 118 (“SAB 118”), the Company may record provisional amounts for the impact of the Tax Act. In 2017, the Company had substantially completed the measurement and made a provisional and reasonable estimate of the effects of the Tax Act on its existing deferred tax balances. The final impact of the Tax Act may differ due to changes in interpretations and assumptions the Company has made and guidance that may be issued. In accordance with SAB 118, future adjustments to the provisional numbers will be recorded as discrete adjustments to income tax expense in the period in which those adjustments become estimable and finalized. As of July 1, 2018, the Company has not made any changes to the provisional and estimated amounts.

The Company’s effective tax rate decreased to 24.5% for the thirteen weeks ended July 1, 2018 from 30.0% for the thirteen weeks ended July 2, 2017 primarily due to the enactment of the Tax Act as disclosed above offset by a lower amount of excess tax benefits related to the exercise of stock options recognized in the income tax provision.

The Company’s effective tax rate decreased to 16.1% for the twenty-six weeks ended July 1, 2018 from 31.0% for the twenty-six weeks ended July 2, 2017 primarily due to the enactment of the Tax Act as disclosed above, and the recognition of excess tax benefits related to the exercise of stock options in the income tax provision.

Excess tax benefits associated with share-based payment awards are recognized as income tax expense or benefit in the statements of income. The tax effects of exercised or vested awards are treated as discrete items in the reporting period in which they occur. The income tax benefits resulting from excess tax benefits of share-based payment awards were \$0.2 million and \$4.4 million for the thirteen weeks ended July 1, 2018 and July 2, 2017, respectively. The income tax benefits resulting from excess tax benefits of share-based payment awards were \$11.4 million and \$8.2 million for the twenty-six weeks ended July 1, 2018 and July 2, 2017, respectively.

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**7. Related-Party Transactions**

A member of the Company's board of directors is an investor in a company that is a supplier of coffee to the Company for resale. During the thirteen weeks ended July 1, 2018 and July 2, 2017, purchases from this supplier were \$0.3 million and \$2.7 million, respectively. During the twenty-six weeks ended July 1, 2018 and July 2, 2017, purchases from this supplier were \$2.6 million and \$5.4 million, respectively. As of July 1, 2018, the Company had no accounts payable due to this vendor and as of December 31, 2017, the Company had recorded accounts payable of \$0.7 million.

The Company's former Executive Chairman of the Board, who retired from this position in February 2017, has been the chief executive officer, an equity investor, and lender to a technology supplier to the Company. During the thirteen weeks ended July 1, 2018 and July 2, 2017, purchases from this supplier and its predecessors were \$1.4 million and \$2.1 million, respectively. During the twenty-six weeks ended July 1, 2018 and July 2, 2017, purchases from this supplier and its predecessors were \$2.6 million and \$3.7 million, respectively. As of July 1, 2018 and December 31, 2017, the Company had recorded accounts payable due to the supplier of \$0.1 million and \$0.1 million, respectively.

**8. Commitments and Contingencies**

The Company is exposed to claims and litigation matters arising in the ordinary course of business and uses various methods to resolve these matters that are believed to best serve the interests of the Company's stakeholders. The Company's primary contingencies are associated with self-insurance obligations and litigation matters. Self-insurance liabilities require significant judgment and actual claim settlements and associated expenses may differ from the Company's current provisions for loss.

**Securities Action**

On March 4, 2016, a complaint was filed in the Superior Court for the State of Arizona against the Company and certain of its directors and officers on behalf of a purported class of purchasers of shares of the Company's common stock in the Company's underwritten secondary public offering which closed on March 10, 2015 (the "March 2015 Offering"). The complaint purports to state claims under Sections 11, 12 and 15 of the Securities Act of 1933, as amended, based on an alleged failure by the Company to disclose adequate information about produce price deflation in the March 2015 Offering documents. The complaint seeks damages on behalf of the purported class in an unspecified amount, rescission, and an award of reasonable costs and attorneys' fees. After removal to federal court, the plaintiff sought remand, which the court granted in March 2017. On May 25, 2017, the Company filed a Motion to Dismiss in the Superior Court for the State of Arizona, which the court granted in part and denied in part by order entered August 30, 2017. The Company answered the complaint on September 28, 2017. The parties are engaged in discovery at this time. The Company will continue to defend this case vigorously, but it is not possible at this time to reasonably estimate the outcome of, or any potential liability from, the case.

**9. Stockholders' Equity**

**Share Repurchases**

The following table outlines the common stock share repurchase programs authorized by the Company's board of directors from time to time, and the related repurchase activity and available authorization as of July 1, 2018.

Effective date	Expiration date	Amount authorized	Cost of repurchases	Authorization available
November 4, 2015	November 4, 2017	\$ 150,000	\$ 150,000	\$ —
September 6, 2016	December 31, 2017	\$ 250,000	\$ 250,000	\$ —
February 20, 2017	December 31, 2018	\$ 250,000	\$ 250,000	\$ —
February 20, 2018	December 31, 2019	\$ 350,000	\$ 51,400	\$ 298,600

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The shares under the Company's repurchase programs may be purchased on a discretionary basis from time to time prior to the applicable expiration date, subject to general business and market conditions and other investment opportunities, through open market purchases, privately negotiated transactions, or other means, including through Rule 10b5-1 trading plans. The board's authorization of the share repurchase programs does not obligate the Company to acquire any particular amount of common stock, and the repurchase programs may be commenced, suspended, or discontinued at any time. The Company has used borrowings under its Former Credit Facility and Amended and Restated Credit Agreement to assist with the repurchase programs (see Note 4, "Long-Term Debt").

Share repurchase activity under the Company's repurchase programs for the periods indicated was as follows (total cost in thousands):

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 1, 2018	July 2, 2017	July 1, 2018	July 2, 2017
Number of common shares acquired	4,363,162	1,787,323	7,692,571	5,887,264
Average price per common share acquired	\$ 21.77	\$ 22.38	\$ 23.14	\$ 20.38
Total cost of common shares acquired	\$ 95,000	\$ 40,000	\$ 178,000	\$ 120,000

Shares purchased under the Company's repurchase programs were subsequently retired.

**10. Net Income Per Share**

The computation of net income per share is based on the number of weighted average shares outstanding during the period. The computation of diluted net income per share includes the dilutive effect of share equivalents consisting of incremental shares deemed outstanding from the assumed exercise of options, assumed vesting of restricted stock units ("RSUs"), assumed vesting of performance stock awards ("PSAs"), and assumed vesting of restricted stock awards ("RSAs").

A reconciliation of the numerators and denominators of the basic and diluted net income per share calculations is as follows (in thousands, except per share amounts):

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 1, 2018	July 2, 2017	July 1, 2018	July 2, 2017
<b>Basic net income per share:</b>				
Net income	\$ 41,709	\$ 40,968	\$ 108,333	\$ 87,255
Weighted average shares outstanding	129,423	136,796	130,924	136,933
Basic net income per share	\$ 0.32	\$ 0.30	\$ 0.83	\$ 0.64
<b>Diluted net income per share:</b>				
Net income	\$ 41,709	\$ 40,968	\$ 108,333	\$ 87,255
Weighted average shares outstanding - basic	129,423	136,796	130,924	136,933
Dilutive effect of equity-based awards:				
Assumed exercise of options to purchase shares	314	2,428	561	2,693
RSUs	68	102	179	103
RSAs	73	112	145	75
PSAs	134	55	140	43
Weighted average shares and equivalent shares outstanding	130,012	139,493	131,949	139,847
Diluted net income per share	\$ 0.32	\$ 0.29	\$ 0.82	\$ 0.62

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For the thirteen weeks ended July 1, 2018, the computation of diluted net income per share does not include 1.1 million options and 0.4 million RSUs as those awards would have been antidilutive. For the thirteen weeks ended July 2, 2017, the computation of diluted net income per share does not include 1.6 million options, 0.1 million RSUs, and 0.1 million PSAs as those awards would have been antidilutive or were unvested performance awards.

For the twenty-six weeks ended July 1, 2018, the computation of diluted net income per share does not include 1.1 million options and 0.1 million PSAs as those awards would have been antidilutive or were performance awards with performance conditions not yet deemed met. For the twenty-six weeks ended July 2, 2017, the computation of diluted net income per share does not include 1.9 million options and 0.1 million PSAs as those awards would have been antidilutive or were unvested performance awards.

**11. Derivative Financial Instruments**

The Company entered into an interest rate swap agreement in December 2017 to manage its cash flow associated with variable interest rates. This forward contract has been designated and qualifies as a cash flow hedge, and its change in fair value is recorded as a component of other comprehensive income and reclassified into earnings in the same period or periods in which the forecasted transaction occurs. The forward contract consists of five cash flow hedges. To qualify as a hedge, the Company needs to formally document, designate and assess the effectiveness of the transactions that receive hedge accounting.

The notional dollar amount of the five outstanding swaps was \$250.0 million at July 1, 2018 and December 31, 2017, respectively, under which the Company pays a fixed rate and received a variable rate of interest (cash flow swap). The cash flow swaps hedge the change in interest rates on debt related to fluctuations in interest rates and each have a length of one year and mature annually from 2018 to 2022. These interest rate swaps have been designated and qualify as cash flow hedges and have met the requirements to assume zero ineffectiveness. The Company reviews the effectiveness of its hedging instruments on a quarterly basis.

The counterparties to these derivative financial instruments are major financial institutions. The Company evaluates the credit ratings of the financial institutions and believes that credit risk is at an acceptable level.

	As of July 1, 2018		As of December 31, 2017	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Derivatives designated as hedging instruments</b>				
Interest rate swaps	Other Current Assets and Other Assets	\$ 4,990	Other Accrued Liabilities and Long-term Liabilities	\$ 1,064

The gain or loss on these derivative instruments is recognized in other comprehensive income, net of tax, with the portion related to current period interest payments reclassified to interest expense on the Consolidated Statements of Income.

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 1, 2018	July 2, 2017	July 1, 2018	July 2, 2017
<b>Consolidated Statements of Income Classification</b>				
Interest income (expense), net	\$ 71	\$ —	\$ (61)	\$ —

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**12. Comprehensive Income**

During the twenty-six weeks ended July 2, 2017, the Company did not record accumulated other comprehensive income. The following table presents the changes in accumulated other comprehensive income for the twenty-six weeks ended July 1, 2018.

	<b>Cash Flow Hedges</b>
<b>Balance at December 31, 2017</b>	<b>\$ (784)</b>
Other comprehensive income, net of tax	
Unrealized gain on cash flow hedging activities, net of income tax of \$1,552	4,486
Total other comprehensive income	4,486
<b>Balance at July 1, 2018</b>	<b>\$ 3,702</b>

Amounts reclassified from accumulated other comprehensive income (loss) are included within interest expense on the Consolidated Statements of Income.

**13. Segments**

The Company has one reportable and one operating segment, healthy grocery stores.

In accordance with ASC 606, the following table represents a disaggregation of revenue for the thirteen and twenty-six weeks ended July 1, 2018 and July 2, 2017.

	<b>Thirteen Weeks Ended</b>			
	<b>July 1, 2018</b>		<b>July 2, 2017</b>	
	\$	%	\$	%
Perishables	\$ 773,332	58.5%	\$ 700,683	59.2%
Non-Perishables	548,361	41.5%	483,292	40.8%
Net Sales	\$ 1,321,693	100.0%	\$ 1,183,975	100.0%

  

	<b>Twenty-six Weeks Ended</b>			
	<b>July 1, 2018</b>		<b>July 2, 2017</b>	
	\$	%	\$	%
Perishables	\$ 1,505,935	57.7%	\$ 1,350,118	58.3%
Non-Perishables	1,102,954	42.3%	964,502	41.7%
Net Sales	\$ 2,608,889	100.0%	\$ 2,314,620	100.0%

The Company categorizes the varieties of products it sells as perishable and non-perishable. Perishable product categories include produce, meat, seafood, deli, bakery, floral and dairy and dairy alternatives. Non-perishable product categories include grocery, vitamins and supplements, bulk items, frozen foods, beer and wine, and natural health and body care.

**14. Equity-Based Compensation**

**2013 Incentive Plan**

The Company's board of directors adopted, and its equity holders approved, the Sprouts Farmers Market, Inc. 2013 Incentive Plan (the "2013 Incentive Plan"). The 2013 Incentive Plan became effective July 31, 2013 in connection with the Company's initial public offering and replaced the 2011 Option Plan (as defined below) (except with respect to outstanding options under the 2011 Option Plan). The 2013 Incentive Plan serves as the umbrella plan for the Company's stock-based and cash-based incentive compensation programs for its directors, officers and other team members, including RSUs, PSAs, and RSAs. On May 1, 2015, the Company's stockholders approved the material terms of the performance goals under the 2013 Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code.

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The aggregate number of shares of common stock that may be issued to team members and directors under the 2013 Incentive Plan may not exceed 10,089,072. Shares subject to awards granted under the 2013 Incentive Plan which are subsequently forfeited, expire unexercised or are otherwise not issued will not be treated as having been issued for purposes of the share limitation. As of July 1, 2018, there were 3,702,588 stock awards outstanding and 5,166,645 shares remaining available for issuance under the 2013 Incentive Plan.

**2011 Option Plan**

In May 2011, the Company adopted the Sprouts Farmers Markets, LLC Option Plan (the "2011 Option Plan") to provide team members or directors of the Company with options to acquire shares of the Company. The Company had authorized 12,100,000 shares for issuance under the 2011 Option Plan. Options may no longer be issued under the 2011 Option Plan. As of July 1, 2018, there were 266,529 options outstanding under the 2011 Option Plan.

**Awards Granted**

During the twenty-six weeks ended July 1, 2018, the Company granted the following stock-based compensation awards:

Grant Date	RSUs	PSAs
March 2018	451,951	126,098
May 2018	54,913	2,756
Total:	<u>506,864</u>	<u>128,854</u>
<i>Weighted-average grant date fair value</i>	\$ 24.83	\$ 25.10
<i>Weighted-average exercise price</i>	—	—

**Stock Options**

The Company uses the Black-Scholes option pricing model to estimate the fair value of options at grant date. Options vest in accordance with the terms set forth in the grant letter and vary depending on if they are time-based or performance-based.

Time-based options granted prior to fiscal year 2016 generally vest ratably over a period of 12 quarters (three years), and time-based options granted in fiscal year 2016 vest annually over a period of three years. No options have been granted subsequent to 2016.

**RSUs**

The fair value of RSUs is based on the closing price of the Company's common stock on the grant date. RSUs generally vest annually over a period of two or three years from the grant date.

**PSAs**

PSAs granted in fiscal year 2015 are restricted shares that were subject to the Company achieving certain earnings per share performance targets, as well as additional time-vesting conditions. The fair value of PSAs is based on the closing price of the Company's common stock on the grant date. The performance conditions with respect to 2015 earnings per share targets were deemed to have been met, and all PSAs have vested. During the twenty-six weeks ended July 1, 2018, 20,595 of the 2015 PSAs were vested, and during the twenty-six weeks ended July 2, 2017, 21,050 of the 2015 PSAs were vested.

PSAs granted in fiscal year 2016 are restricted shares that are subject to the Company achieving certain earnings before interest and taxes ("EBIT") performance targets on an annual and cumulative basis over a three-year performance period, as well as additional time-vesting conditions. The EBIT target for each of the three years during the performance period is based on a percentage increase over the previous year's actual EBIT, with each annual performance tranche measured independently of the previous and next tranche. Cumulative performance is based on the aggregate annual performance and

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is measured against a cumulative performance target. Payout of the performance shares will either be 0% or range from 50% to 150% of the target number of shares granted, depending upon goal achievement. If the performance conditions are met, the applicable number of performance shares is subject to cliff vesting on the third anniversary of the grant date (March 2019). The performance conditions with respect to 2016 and 2017 EBIT were not met.

PSAs granted in March 2017 were subject to the Company achieving certain earnings per share performance targets during 2017. The criteria is based on a range of performance targets in which grantees may earn between 10% and 150% of the base number of awards granted. During the thirteen weeks ended April 1, 2018, the performance conditions with respect to 2017 earnings per share were deemed to have been met, and the PSAs will vest 50% on the second anniversary of the grant date (2019) and 50% on the third anniversary of the grant date (2020).

PSAs granted in March 2018 are subject to the Company achieving certain EBIT performance targets for the 2020 fiscal year. The criteria is based on a range of performance targets in which grantees may earn 0% to 200% of the base number of awards granted. If performance conditions are met, the applicable number of performance shares will vest on the third anniversary of the grant date (2021).

**RSAs**

The fair value of RSAs is based on the closing price of the Company's common stock on the grant date. Outstanding RSA grants vest annually over three years.

**Equity-based Compensation Expense**

Equity-based compensation expense was reflected in the consolidated statements of income as follows:

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 1, 2018	July 2, 2017	July 1, 2018	July 2, 2017
Cost of sales, buying and occupancy	\$ 307	\$ 266	\$ 576	\$ 512
Direct store expenses	396	387	724	748
Selling, general and administrative expenses	3,959	3,140	7,330	4,979
Equity-based compensation expense before income taxes	4,662	3,793	8,630	6,239
Income tax benefit	(1,198)	(1,419)	(2,218)	(2,334)
Net equity-based compensation expense	<u>\$ 3,464</u>	<u>\$ 2,374</u>	<u>\$ 6,412</u>	<u>\$ 3,905</u>

The following equity-based awards were outstanding as of July 1, 2018 and December 31, 2017:

	As of	
	July 1, 2018	December 31, 2017
	(in thousands)	
Options		
Vested	2,588	4,226
Unvested	101	464
RSUs	704	449
PSAs	383	231
RSAs	192	353

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As of July 1, 2018, total unrecognized compensation expense and remaining weighted average recognition period related to outstanding equity-based awards was as follows:

	Unrecognized compensation expense	Remaining weighted average recognition period
Options	\$ 587	0.7
RSUs	13,953	2.0
PSAs	4,698	1.6
RSAs	2,915	1.7
Total unrecognized compensation expense at July 1, 2018	<u>\$ 22,153</u>	

During the twenty-six weeks ended July 1, 2018 and July 2, 2017, the Company received \$6.7 million and \$5.9 million, respectively, in cash proceeds from the exercise of options.

**15. Subsequent Events**

Subsequent to July 1, 2018, and through August 1, 2018, the Company repurchased an additional 0.6 million shares of common stock for \$13.5 million.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*You should read the following discussion of our financial condition and results of operations together with the consolidated financial statements and related notes that are included elsewhere in this Quarterly Report on Form 10-Q and with our audited consolidated financial statements included in our Annual Report on Form 10-K filed for the 2017 fiscal year, February 22, 2018 with the Securities and Exchange Commission. All dollar amounts included below are in thousands, unless otherwise noted.*

### **Business Overview**

Sprouts Farmers Market operates as a healthy grocery store that 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. Since our founding in 2002, we have grown rapidly, significantly increasing our sales, store count and profitability. With 301 stores in 17 states as of July 1, 2018, we are one of the largest specialty retailers of fresh, natural and organic food in the United States. As of August 1, 2018, we have grown to 305 stores in 17 states.

At Sprouts, we believe healthy living is a journey and every meal is a choice. 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 featuring a broad selection of innovative healthy products, and knowledgeable team members who we believe provide best-in-class customer engagement and product education.

### **Our Heritage**

In 2002, we opened the first Sprouts Farmers Market store in Chandler, Arizona. From our founding in 2002 through July 1, 2018, we continued to open new stores while successfully rebranding 43 Henry's Farmers Market and 39 Sunflower Farmers Market stores added in 2011 and 2012, respectively, through acquisitions to the Sprouts banner. These three businesses all trace their lineage back to Henry's Farmers Market and were built with similar store formats and operations including a strong emphasis on value, produce and service in smaller, convenient locations. The consistency of these formats and operations was an important factor that allowed us to rapidly and successfully rebrand and integrate each of these businesses under the Sprouts banner and on a common platform.

### **Outlook**

We are pursuing a number of strategies designed to continue our growth, including expansion of our store base, continuing positive comparable store sales and growing the Sprouts brand. We intend to continue expanding our store base by pursuing new store openings in our existing markets, expanding into adjacent markets and penetrating new markets. Although we plan to expand our store base primarily through new store openings, we may grow through strategic acquisitions if we identify suitable targets and are able to negotiate acceptable terms and conditions for acquisition. We intend to open approximately 30 new stores in 2018, of which 20 have opened through August 1, 2018, and approximately 30 new stores per year for the near term.

We also believe we can continue to deliver positive comparable store sales growth by enhancing our core value proposition and distinctive customer-oriented shopping experience, as well as through expanding and refining our fresh, natural and organic product offerings, our targeted and personalized marketing efforts and our in-store education. We are committed to growing the Sprouts brand by supporting our stores, product offerings and corporate partnerships, including the expansion of innovative marketing and promotional strategies through print, digital and social media platforms.

## Results of Operations for Thirteen Weeks Ended July 1, 2018 and July 2, 2017

The following tables set forth our unaudited results of operations and other operating data for the periods presented. The period-to-period comparison of financial results is not necessarily indicative of financial results to be achieved in future periods. All dollar amounts are in thousands, unless otherwise noted.

	Thirteen weeks ended	
	July 1, 2018	July 2, 2017
<b>Unaudited Quarterly Consolidated Statement of Income Data:</b>		
Net sales	\$ 1,321,693	\$ 1,183,975
Cost of sales, buying and occupancy	941,281	841,989
Gross profit	380,412	341,986
Direct store expenses	272,973	236,087
Selling, general and administrative expenses	43,437	38,189
Store pre-opening costs	2,275	4,141
Store closure and other costs	26	98
Income from operations	61,701	63,471
Interest expense	(6,544)	(5,100)
Other income	117	131
Income before income taxes	55,274	58,502
Income tax provision	(13,565)	(17,534)
Net income	<u>\$ 41,709</u>	<u>\$ 40,968</u>
Weighted average shares outstanding	129,423	136,796
Diluted effect of equity-based awards	589	2,697
Weighted average shares and equivalent shares outstanding	130,012	139,493
Diluted net income per share	<u>\$ 0.32</u>	<u>\$ 0.29</u>

	Thirteen weeks ended	
	July 1, 2018	July 2, 2017
<b>Other Operating Data:</b>		
Comparable store sales growth	2.0%	1.4%
Stores at beginning of period	294	261
Closed	—	—
Opened	7	13
Stores at end of period	<u>301</u>	<u>274</u>

**Comparison of Thirteen Weeks Ended July 1, 2018 to Thirteen Weeks Ended  
July 2, 2017**

**Net sales**

	Thirteen weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Net sales	\$ 1,321,693	\$ 1,183,975	\$ 137,718	12%
Comparable store sales growth	2.0%	1.4%		

Net sales during the thirteen weeks ended July 1, 2018 totaled \$1.3 billion, increasing 12% over the same period of the prior fiscal year. Sales growth was driven by strong performance in new stores opened and a 2.0% increase in comparable store sales. Comparable stores contributed approximately 88% of total sales for the thirteen weeks ended July 1, 2018 and approximately 86% for the same period of the prior fiscal year.

**Cost of sales, buying and occupancy and gross profit**

	Thirteen weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Net sales	\$ 1,321,693	\$ 1,183,975	\$ 137,718	12%
Cost of sales, buying and occupancy	941,281	841,989	99,292	12%
Gross profit	380,412	341,986	38,426	11%
Gross margin	28.8%	28.9%	(0.1)%	

Gross profit increased during the thirteen weeks ended July 1, 2018 compared to the thirteen weeks ended July 2, 2017 by \$38.4 million, of which \$39.8 million was as a result of increased sales volume, partially offset by \$1.4 million related to decreased margin rate. The deleverage is primarily driven by slightly lower merchandise margins.

**Direct store expenses**

	Thirteen weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Direct store expenses	\$ 272,973	\$ 236,087	\$ 36,886	16%
Percentage of net sales	20.7%	19.9%	0.8%	

Direct store expenses for the thirteen weeks ended July 1, 2018 increased \$36.9 million, including \$24.6 million related to stores opened after July 2, 2017, and \$12.3 million related to stores operating prior to the same period in 2017. Direct store expenses, as a percentage of net sales, increased 80 basis points. This deleverage is primarily driven by planned wage investments funded by the savings from the legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act") as well as increased healthcare costs and higher depreciation expense associated with store growth.

**Selling, general and administrative expenses**

	Thirteen weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Selling, general and administrative expenses	\$ 43,437	\$ 38,189	\$ 5,248	14%
Percentage of net sales	3.3%	3.2%	0.1%	

The increase in selling, general and administrative expenses primarily relate to a \$3.1 million increase in compensation expense, a \$1.3 million increase in advertising and \$0.8 million to support our strategic technology investments.

### Store pre-opening costs

	Thirteen weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Attributable to 2017 store openings	—	4,141	(4,141)	
Attributable to 2018 store openings	1,517	—	1,517	
Attributable to planned 2018 store openings	758	—	758	
Total store pre-opening costs	<u>\$ 2,275</u>	<u>\$ 4,141</u>	<u>\$ (1,866)</u>	(45)%
Percentage of net sales	0.2%	0.3%	(0.1)%	

Store pre-opening costs in the thirteen weeks ended July 1, 2018 included \$1.5 million related to opening 7 stores during the thirteen weeks ended July 1, 2018 and \$0.8 million associated with stores expected to open subsequent to July 1, 2018. Store pre-opening costs in the thirteen weeks ended July 2, 2017 included \$2.8 million related to opening 13 stores during that period and \$1.3 million associated with stores opened subsequent to quarter end.

### Store closure and other costs

Store closure and other costs were insignificant in the thirteen weeks ended July 1, 2018 and July 2, 2017.

### Interest expense

	Thirteen weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Long-term debt	\$ 3,613	\$ 1,949	\$ 1,664	85%
Capital and financing leases	2,685	2,869	(184)	(6)%
Deferred financing costs	141	116	25	22%
Other	105	166	(61)	(37)%
Total Interest Expense	<u>\$ 6,544</u>	<u>\$ 5,100</u>	<u>\$ 1,444</u>	28%

The increase in interest expense is due to the higher principal balance on long-term debt combined with slightly higher interest rates for the thirteen weeks ended July 1, 2018.

### Income tax provision

Income tax provision differed from the amounts computed by applying the U.S. federal income tax rate to pretax income as a result of the following:

	Thirteen weeks ended	
	July 1, 2018	July 2, 2017
Federal statutory rate	21.0%	35.0%
Increase (decrease) in income taxes resulting from:		
State income taxes, net of federal benefit	4.6%	3.9%
Excess tax benefits from share based payments	(0.4)%	(7.4)%
Other, net	(0.7)%	(1.5)%
Effective tax rate	<u>24.5%</u>	<u>30.0%</u>

Income tax provision decreased to \$13.6 million for the thirteen weeks ended July 1, 2018 from \$17.5 million for the thirteen weeks ended July 2, 2017. Our effective income tax rate decreased to 24.5% in the thirteen weeks ended July 1, 2018 from 30.0% in the thirteen weeks ended July 2, 2017 primarily related to the effects of the Tax Act partially offset in part by a lower excess tax benefits related to the exercise of stock options.

**Net income**

	Thirteen weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Net income	\$ 41,709	\$ 40,968	\$ 741	2%
Percentage of net sales	3.2%	3.5%	(0.3)%	

Net income as a percentage of net sales decreased, primarily driven by higher compensation expenses due to planned wage investments funded by the savings from the Tax Act.

**Diluted earnings per share**

	Thirteen weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Diluted earnings per share	\$ 0.32	\$ 0.29	\$ 0.03	10%
Diluted weighted average shares outstanding	130,012	139,493	(9,481)	

The increase in diluted earnings per share of \$0.03 was driven by higher net income and fewer diluted shares outstanding compared to the prior year, due primarily to the share repurchase program.

## Results of Operations for Twenty-six Weeks Ended July 1, 2018 and July 2, 2017

The following tables set forth our unaudited results of operations and other operating data for the periods presented. The period-to-period comparison of financial results is not necessarily indicative of financial results to be achieved in future periods. All dollar amounts are in thousands, unless otherwise noted.

	Twenty-six weeks ended	
	July 1, 2018	July 2, 2017
<b>Unaudited Quarterly Consolidated Statement of Income Data:</b>		
Net sales	\$ 2,608,889	\$ 2,314,620
Cost of sales, buying and occupancy	1,841,425	1,635,348
Gross profit	767,464	679,272
Direct store expenses	535,568	465,145
Selling, general and administrative expenses	84,884	70,357
Store pre-opening costs	5,595	7,599
Store closure and other costs	36	189
Income from operations	141,381	135,982
Interest expense	(12,609)	(9,838)
Other income	325	226
Income before income taxes	129,097	126,370
Income tax provision	(20,764)	(39,115)
Net income	\$ 108,333	\$ 87,255
Weighted average shares outstanding	130,924	136,933
Diluted effect of equity-based awards	1,025	2,914
Weighted average shares and equivalent shares outstanding	131,949	139,847
Diluted net income per share	\$ 0.82	\$ 0.62

	Twenty-six weeks ended	
	July 1, 2018	July 2, 2017
<b>Other Operating Data:</b>		
Comparable store sales growth	2.3%	1.2%
Stores at beginning of period	285	253
Closed	—	—
Opened	16	21
Stores at end of period	301	274

**Comparison of Twenty-six Weeks Ended July 1, 2018 to Twenty-six Weeks Ended July 2, 2017**

**Net sales**

	Twenty-six weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Net sales	\$ 2,608,889	\$ 2,314,620	\$ 294,269	13%
Comparable store sales growth	2.3%	1.2%		

Net sales during the twenty-six weeks ended July 1, 2018 totaled \$2.6 billion, increasing 13% over the same period of the prior fiscal year. Sales growth was primarily driven by solid performance in new stores opened. Comparable stores contributed approximately 88% of net sales for the twenty-six weeks ended July 1, 2018 and approximately 86% for the same period of the prior fiscal year.

**Cost of sales, buying and occupancy and gross profit**

	Twenty-six weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Net sales	\$ 2,608,889	\$ 2,314,620	\$ 294,269	13%
Cost of sales, buying and occupancy	1,841,425	1,635,348	206,077	13%
Gross profit	767,464	679,272	88,192	13%
Gross margin	29.4%	29.3%	0.1%	

Gross profit increased during the twenty-six weeks ended July 1, 2018 compared to the twenty-six weeks ended July 2, 2017 by \$88.2 million, primarily as a result of increased sales volume. Gross margin was relatively consistent with the prior year.

**Direct store expenses**

	Twenty-six weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Direct store expenses	\$ 535,568	\$ 465,145	\$ 70,423	15%
Percentage of net sales	20.5%	20.1%	0.4%	

Direct store expenses for the twenty-six weeks ended July 1, 2018 increased \$70.4 million. Direct store expenses, as a percentage of net sales, increased 40 basis points. This deleverage is primarily driven by planned wage investments funded by the savings from the Tax Act, as well as increased depreciation expense associated with new store and strategic initiatives.

**Selling, general and administrative expenses**

	Twenty-six weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Selling, general and administrative expenses	\$ 84,884	\$ 70,357	\$ 14,527	21%
Percentage of net sales	3.3%	3.0%	0.3%	

The increase in selling, general and administrative expenses primarily reflects a \$7.8 million increase in compensation expense, \$3.0 million increase in advertising, \$2.1 million to support strategic technology investments and other less significant increases in other corporate expenses, commensurate with sales growth and improved company performance.

### Store pre-opening costs

	Twenty-six weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Attributable to 2017 store openings	—	7,599	(7,599)	
Attributable to 2018 store openings	4,329	—	4,329	
Attributable to planned 2018 store openings	1,266	—	1,266	
Total store pre-opening costs	<u>\$ 5,595</u>	<u>\$ 7,599</u>	<u>\$ (2,004)</u>	(26)%
Percentage of net sales	0.2%	0.3%	(0.1)%	

Store pre-opening costs in the twenty-six weeks ended July 1, 2018 included \$4.3 million related to opening 16 stores during the twenty-six weeks ended July 1, 2018 and \$1.3 million associated with stores expected to open subsequent to July 1, 2018. Store pre-opening costs in the twenty-six weeks ended July 2, 2017 included \$6.2 million related to opening 21 stores during that period and \$1.4 million associated with stores opened subsequent to quarter end.

### Store closure and other costs

Store closure and other costs were insignificant in the twenty-six weeks ended July 1, 2018 and July 2, 2017.

### Interest expense

	Twenty-six weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Long-term debt	\$ 6,183	\$ 3,614	\$ 2,569	71%
Capital and financing leases	5,725	5,680	45	1%
Deferred financing costs	517	231	286	124%
Other	184	313	(129)	(41)%
Total Interest Expense	<u>\$ 12,609</u>	<u>\$ 9,838</u>	<u>\$ 2,771</u>	28%

The increase in interest expense is due to the higher principal balance of long-term debt combined with slightly higher interest rates on our Former Credit Facility for the twenty-six weeks ended July 1, 2018.

### Income tax provision

Income tax provision differed from the amounts computed by applying the U.S. federal income tax rate to pretax income as a result of the following:

	Twenty-six weeks ended	
	July 1, 2018	July 2, 2017
Federal statutory rate	21.0%	35.0%
Decrease in income taxes resulting from:		
State income taxes, net of federal benefit	4.6%	3.9%
Excess tax benefits from share based payments	(8.8)%	(6.5)%
Other, net	(0.7)%	(1.4)%
Effective tax rate	<u>16.1%</u>	<u>31.0%</u>

Income tax provision decreased to \$20.8 million for the twenty-six weeks ended July 1, 2018 from \$39.1 million for the twenty-six weeks ended July 2, 2017. Our effective income tax rate decreased to 16.1% in the twenty-six weeks ended July 1, 2018 from 31.0% in the twenty-six weeks ended July 2, 2017 primarily related to the effects of the Tax Act and higher excess tax benefits related to the exercise of options in the income tax provision.

### **Net income**

	Twenty-six weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Net income	\$ 108,333	\$ 87,255	\$ 21,078	24%
Percentage of net sales	4.2%	3.8%	0.4%	

Net income increased \$21.1 million as a result of increased sales, due to solid new store performance and lower tax rate due to the Tax Act, partially offset by wage investments.

### **Diluted earnings per share**

	Twenty-six weeks ended		Change	% Change
	July 1, 2018	July 2, 2017		
Diluted earnings per share	\$ 0.82	\$ 0.62	\$ 0.20	32%
Diluted weighted average shares outstanding	131,949	139,847	(7,898)	

The increase in diluted earnings per share of \$0.20 was driven by the increase in net income as well as fewer diluted shares outstanding compared to the prior year, due to the share repurchase program.

### **Return on Invested Capital**

In addition to reporting financial results in accordance with generally accepted accounting principles, or GAAP, we provide information regarding Return on Invested Capital (referred to as "ROIC") as additional information about our operating results. ROIC is a non-GAAP financial measure and should not be reviewed in isolation or considered as a substitute for our financial results as reported in accordance with GAAP. ROIC is an important measure used by management to evaluate our investment returns on capital and provides a meaningful measure of the effectiveness of our capital allocation over time.

We define ROIC as net operating profit after tax (referred to as "NOPAT"), including the effect of capitalized operating leases, divided by average invested capital. Operating leases are capitalized as part of the ROIC calculation to control for differences in capital structure between us and our competitors. Capitalized operating lease interest represents this adjustment to NOPAT and is calculated by the hypothetical capitalization of our operating leases, using eight times our trailing twelve months rent expense and an interest rate factor of seven percent. Operating leases are determined as the trailing twelve months' rent expense times a factor of eight. Invested capital reflects a trailing twelve-month average.

As numerous methods exist for calculating ROIC, our method may differ from methods used by other companies to calculate their ROIC. It is important to understand the methods and the differences in those methods used by other companies to calculate their ROIC before comparing our ROIC to that of other companies.

Our calculation of ROIC for the fiscal periods indicated was as follows:

	<b>Rolling Four Quarters Ended</b>	
	<b>July 1, 2018</b>	<b>July 2, 2017</b>
	(dollars in thousands)	
Net income (1)	\$ 179,517	\$ 128,145
Income Tax Adjustment for Tax Act (2)	(18,693)	—
Interest expense, net of tax (3)	18,494	9,971
Net operating profit after tax (NOPAT)	<u>\$ 179,318</u>	<u>\$ 138,116</u>
Total rent expense, net of tax (3)	99,246	75,148
Estimated depreciation on capitalized operating leases, net of tax (3)	(43,668)	(33,065)
Estimated interest on capitalized operating leases, net of tax (3) (4)	55,578	42,083
NOPAT, including effect of capitalized operating leases	<u>\$ 234,896</u>	<u>\$ 180,199</u>
Average working capital	12,820	25,019
Average property and equipment	719,968	613,244
Average other assets	572,645	578,201
Average other liabilities	(180,038)	(139,642)
Average invested capital	<u>\$ 1,125,395</u>	<u>\$ 1,076,822</u>
Average estimated asset base of capitalized operating leases	1,028,071	905,823
Average invested capital, including the effect of capitalized operating leases	<u>\$ 2,153,466</u>	<u>\$ 1,982,645</u>
ROIC	15.9%	12.8%
ROIC, including the effect of capitalized operating leases	<u>10.9%</u>	<u>9.1%</u>

- (1) Net income amounts represent total net income for past four trailing quarters.
- (2) \$18.7 million income tax benefit related to the Tax Act enacted in December 2017, see Note 6, "Income Taxes."
- (3) Net of tax amounts are calculated using the effective tax rate for the periods presented.
- (4) Interest on capitalized leases is calculated as the trailing four quarters' rent expense multiplied by eight and by a seven percent interest rate factor.

### Liquidity and Capital Resources

The following table sets forth the major sources and uses of cash for each of the periods set forth below, as well as our cash and cash equivalents at the end of each period (in thousands):

	<b>Twenty-six weeks ended</b>	
	<b>July 1, 2018</b>	<b>July 2, 2017</b>
Cash and cash equivalents at end of period	\$ 23,174	\$ 14,814
Cash flows from operating activities	\$ 171,108	\$ 179,883
Cash flows used in investing activities	\$ (103,935)	\$ (117,723)
Cash flows used in financing activities	\$ (63,478)	\$ (59,811)

We have generally financed our operations principally through cash generated from operations and borrowings under our credit facilities. Our primary uses of cash are for purchases of inventory, operating expenses, capital expenditures primarily for opening new stores, remodels and maintenance, repurchases of our common stock and debt service. We believe that our existing cash and cash equivalents, and cash anticipated to be generated from operations will be sufficient to meet our anticipated cash needs for at least the next 12 months, and we may continue to use borrowings under our Amended and Restated Credit Agreement as discussed in Note 4, "Long-Term Debt" to fund our share repurchase programs. Our future capital requirements will depend on many factors, including new store openings, remodel and maintenance capital expenditures at existing stores, store initiatives and other

corporate capital expenditures and activities. Our cash and cash equivalents position benefits from the fact that we generally collect cash from sales to customers the same day or, in the case of credit or debit card transactions, within days from the related sale.

### ***Operating Activities***

Cash flows from operating activities decreased \$8.8 million to \$171.1 million for the twenty-six weeks ended July 1, 2018 compared to \$179.9 million for the twenty-six weeks ended July 2, 2017. The decrease in cash flows from operating activities is a result of changes in working capital, partially offset by higher net sales and pretax income reflecting higher gross profit due to store and sales growth and higher noncash depreciation and amortization.

Cash flows provided by/(used in) operating activities from changes in working capital was (\$22.1) million in the twenty-six weeks ended July 1, 2018, compared to \$15.7 million in the twenty-six weeks ended July 2, 2017.

### ***Investing Activities***

Cash flows used in investing activities consist primarily of capital expenditures in new stores, including leasehold improvements and store equipment, capital expenditures to maintain the appearance of our stores, sales enhancing initiatives and other corporate investments. Cash flows used in investing activities were \$103.9 million, and \$117.7 million, for the twenty-six weeks ended July 1, 2018 and July 2, 2017, respectively.

We expect capital expenditures to be in the range of \$165 - \$170 million in fiscal 2018, including expenditures incurred to date, net of estimated landlord tenant improvement allowances, primarily to fund investments in new stores, remodels, maintenance capital expenditures and corporate capital expenditures. We expect to fund our capital expenditures with cash on hand, cash generated from operating activities and, if required, borrowings under our Amended and Restated Credit Agreement.

### ***Financing Activities***

Cash flows used in financing activities were \$63.5 million for the twenty-six weeks ended July 1, 2018 compared to \$59.8 million for the twenty-six weeks ended July 2, 2017. During the twenty-six weeks ended July 1, 2018, cash flows used in financing activities primarily consisted of \$178.0 million for stock repurchases, partially offset by \$110.0 million of net borrowings on our credit facilities, and \$6.7 million in proceeds from the exercise of stock options.

During the twenty-six weeks ended July 2, 2017, cash flows used in financing activities primarily consisted of \$120.0 million for stock repurchases, partially offset by \$55.0 million of net borrowings on the Former Credit Facility, and \$5.9 million in proceeds from the exercise of stock options.

### ***Long-Term Debt and Credit Facilities***

Long-term debt increased \$110.0 million to \$458.0 million as of July 1, 2018, compared to December 31, 2017. The increase is due to net borrowings under our credit facilities primarily used for our share repurchase programs. See Note 4, "Long-Term Debt" of our unaudited consolidated financial statements for a description of our Amended and Restated Credit Agreement and our Former Credit Facility (each as defined therein).

### ***Share Repurchase Program***

Our board of directors from time to time authorizes share repurchase programs for our common stock. The following table outlines the share repurchase programs authorized by our board, and the related repurchase activity and available authorization as of July 1, 2018.

Effective date	Expiration date	Amount authorized	Cost of repurchases	Authorization available
November 4, 2015	November 4, 2017	\$ 150,000	\$ 150,000	\$ —
September 6, 2016	December 31, 2017	\$ 250,000	\$ 250,000	\$ —
February 20, 2017	December 31, 2018	\$ 250,000	\$ 250,000	\$ —
February 20, 2018	December 31, 2019	\$ 350,000	\$ 51,400	\$ 298,600

The shares under our repurchase programs may be purchased on a discretionary basis from time to time prior to the applicable expiration date, subject to general business and market conditions and other investment opportunities, through open market purchases, privately negotiated transactions, or other means, including through Rule 10b5-1 trading plans. Our board's authorization of the share repurchase programs does not obligate our Company to acquire any particular amount of common stock, and the repurchase programs may be commenced, suspended, or discontinued at any time. We have used borrowings under our credit facilities to assist with the repurchase programs (see Note 4, "Long-Term Debt" of our unaudited consolidated financial statements).

Share repurchase activity under our repurchase programs for the periods indicated was as follows (total cost in thousands):

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 1, 2018	July 2, 2017	July 1, 2018	July 2, 2017
Number of common shares acquired	4,363,162	1,787,323	7,692,571	5,887,264
Average price per common share acquired	\$ 21.77	\$ 22.38	\$ 23.14	\$ 20.38
Total cost of common shares acquired	\$ 95,000	\$ 40,000	\$ 178,000	\$ 120,000

Shares purchased under our repurchase programs were subsequently retired.

Subsequent to July 1, 2018 and through August 1, 2018, we repurchased an additional 0.6 million shares of common stock for \$13.5 million.

### Contractual Obligations

We are committed under certain capital leases for the rental of certain land and buildings and certain operating leases for rental of facilities and equipment. These leases expire or become subject to renewal clauses at various dates through 2034.

The following table summarizes our lease obligations as of July 1, 2018, and the effect such obligations are expected to have on our liquidity and cash flow in future periods:

	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	4-5 Years	More Than 5 Years
			(in thousands)		
\$700.0 million Credit Agreement (1)	\$ 458,000	—	—	\$ 458,000	—
Interest payments on \$700.0 million Credit Agreement (2)	73,150	16,843	34,880	21,427	—
Capital and financing lease obligations(3)	127,652	16,711	31,802	27,561	51,578
Operating lease obligations(3)	1,627,699	150,036	321,965	300,014	855,684
Totals	\$ 2,286,501	\$ 183,590	\$ 388,647	\$ 807,002	\$ 907,262

- (1) The Amended and Restated Credit Agreement is scheduled to mature and the commitments thereunder will terminate on March 27, 2023, subject to extensions as set forth therein. These borrowings are reflected in the "4-5 Years" column and discussed in the financing activities section above. See Note 4, "Long-Term Debt" to our unaudited consolidated financial statements located elsewhere in this Quarterly Report on Form 10-Q.

- (2) Represents estimated interest payments through the March 27, 2023 maturity date of our Amended and Restated Credit Agreement based on the outstanding amounts as of July 1, 2018 and based on LIBOR rates in effect at the time of this report, net of interest rate swaps.
- (3) Represents estimated payments for capital and financing and operating lease obligations as of July 1, 2018. Capital and financing lease obligations and operating lease obligations are presented gross without offset for subtenant rentals. We have subtenant agreements under which we will receive \$1.5 million for the period of less than one year, \$2.8 million for years one to three, \$2.1 million for years four to five, and \$2.5 million for the period beyond five years.

We have other contractual commitments which were presented under Contractual Obligations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and for which there have not been material changes since that filing through July 1, 2018.

### **Off-Balance Sheet Arrangements**

We do not engage in any off-balance sheet financing activities, nor do we have any interest in entities referred to as variable interest entities.

### **Impact of Inflation and Deflation**

Inflation and deflation in the prices of food and other products we sell may periodically affect our sales, gross profit and gross margin. The short-term impact of inflation and deflation is largely dependent on whether or not the effects are passed through to our customers, which is subject to competitive market conditions.

Food inflation and deflation is affected by a variety of factors, including among other things weather conditions, product supply and geopolitical conditions (including tariffs), and our determination of whether to pass on the effects of inflation or deflation to our customers is made in conjunction with our overall pricing and marketing strategies, as well as our competitors' responses. Although we may experience periodic effects on sales, gross profit, gross margins and cash flows as a result of changing prices, we do not expect the effect of inflation or deflation to have a material impact on our ability to execute our long-term business strategy.

### **Critical Accounting Estimates**

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. These principles require us to make estimates and judgments that affect the reported amounts of assets, liabilities, sales and expenses, cash flow and related disclosure of contingent assets and liabilities. Our estimates include, but are not limited to, those related to inventory, lease assumptions, self-insurance reserves, sublease assumptions for closed stores, goodwill and intangible assets, impairment of long-lived assets, fair values of equity-based awards and derivatives, and income taxes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates. To the extent that there are material differences between these estimates and our actual results, our future financial statements will be affected.

There have been no substantial changes to these estimates or the policies related to them during the twenty-six weeks ended July 1, 2018. For a full discussion of these estimates and policies, see "Critical Accounting Estimates" in Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

### **Recently Issued Accounting Pronouncements**

See Note 2, "Summary of Significant Accounting Policies" to our accompanying unaudited consolidated financial statements contained in this Quarterly Report on Form 10-Q.

We have determined that all other recently issued accounting standards will not have a material impact on our financial statements, or do not apply to our operations.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

As described in Note 4, "Long-Term Debt" to our unaudited consolidated financial statements located elsewhere in this Quarterly Report on Form 10-Q, we have an Amended and Restated Credit Agreement that bears interest at a rate based in part on LIBOR. Accordingly, we are exposed to fluctuations in interest rates. Based on the \$458.0 million principal outstanding under our Amended and Restated Credit Agreement as of July 1, 2018, each hundred basis point change in LIBOR would result in a change in interest expense by \$4.6 million annually. We have entered into an interest rate swap agreement in December 2017 to manage our cash flow associated with variable interest rates. The notional dollar amount of the five outstanding swaps at December 31, 2017 and July 1, 2018 was \$250.0 million under which we pay a fixed rate and received a variable rate of interest (cash flow swap). Taking into account the interest rate swaps, based on the \$458.0 million principal outstanding under our Amended and Restated Credit Agreement as of July 1, 2018, each hundred basis point change in LIBOR would result in a change in interest expense by \$2.1 million annually.

This sensitivity analysis assumes our mix of financial instruments and all other variables will remain constant in future periods. These assumptions are made in order to facilitate the analysis and are not necessarily indicative of our future intentions.

We do not enter into derivative financial instruments for trading purposes (see Note 11, "Derivative Financial Instruments" of our unaudited consolidated financial statements).

### **Item 4. Controls and Procedures.**

#### ***Evaluation of Disclosure Controls and Procedures***

We maintain a system of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) designed to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the rules and forms of the Securities and Exchange Commission, and is accumulated and communicated to our management, including our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer), as appropriate, to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures under the Exchange Act as of July 1, 2018, the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were effective.

#### ***Changes in Internal Control Over Financial Reporting***

During the quarterly period ended July 1, 2018, there were no changes in our internal controls over financial reporting that materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings.

From time to time we are a party to legal proceedings, including matters involving personnel and employment issues, product liability, personal injury, intellectual property and other proceedings arising in the ordinary course of business, which have not resulted in any material losses to date. Although management does not expect that the outcome in these proceedings will have a material adverse effect on our financial condition or results of operations, litigation is inherently unpredictable. Therefore, we could incur judgments or enter into settlements of claims that could materially impact our results.

#### **Securities Action**

On March 4, 2016, a complaint was filed in the Superior Court for the State of Arizona against our company and certain of our directors and officers on behalf of a purported class of purchasers of shares of our common stock in our underwritten secondary public offering which closed on March 10, 2015 (the "March 2015 Offering"). The complaint purports to state claims under Sections 11, 12 and 15 of the Securities Act of 1933, as amended, based on an alleged failure by our company to disclose adequate information about produce price deflation in the March 2015 Offering documents. The complaint seeks damages on behalf of the purported class in an unspecified amount, rescission, and an award of reasonable costs and attorneys' fees. After removal to federal court, the plaintiff sought remand, which the court granted in March 2017. On May 25, 2017, our company filed a Motion to Dismiss in the Superior Court for the State of Arizona, which the court granted in part and denied in part by order entered August 30, 2017. Our company answered the complaint on September 28, 2017. The parties are engaged in discovery at this time. We intend to defend this case vigorously, but it is not possible at this time to reasonably estimate the outcome of, or any potential liability from, the case.

#### **"Phishing" Scam Actions**

In April 2016, four complaints were filed, two in the federal courts of California, one in the Superior Court of California and one in the federal court in the District of Colorado, each on behalf of a purported class of our current and former team members whose personally identifiable information (referred to as "PII") was inadvertently disclosed to an unauthorized third party that perpetrated an email "phishing" scam against one of our team members. The complaints allege we failed to properly safeguard the PII in accordance with applicable law. The complaints seek damages on behalf of the purported class in unspecified amounts, attorneys' fees and litigation expenses. In June 2016, a motion was filed before the Judicial Panel on Multidistrict Litigation (referred to as "JPML") to transfer and consolidate all four of the cases to the federal court in the District of Arizona. The JPML granted the motion on October 6, 2016. On May 24, 2017, the JPML granted our motion to stay proceedings in the case pending a U.S. Supreme Court ruling on the question of whether arbitration agreements like those signed by each of the named plaintiffs are enforceable. On May 21, 2018, the Supreme Court issued its opinion in *Epic Systems Corp. v. Lewis* and upheld enforceability of arbitration agreements containing class action waivers, like the ones the named plaintiffs signed in this matter. Subsequent to the stay, it remains to be seen what strategy plaintiffs will pursue following *Epic Systems*. We intend to defend these cases vigorously, but it is not possible at this time to reasonably estimate the outcome of, or any potential liability from, the cases.

### Item 1A. Risk Factors.

*Certain factors may have a material adverse effect on our business, financial condition and results of operations. You should carefully consider the risks and uncertainties referenced below, together with all of the other information in this Quarterly Report on Form 10-Q, including our consolidated financial statements and related notes. Any of those 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.*

There have been no material changes to the Risk Factors described under "Part I – Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

### Issuer Purchases of Equity Securities

The following table provides information about our share repurchase activity during the twenty-six weeks ended July 1, 2018.

Period (1)	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs
April 2, 2018 - April 29, 2018	43,505	\$ 22.75	43,505	\$ 42,620,000
April 30, 2018 - May 27, 2018	3,010,127	\$ 21.83	3,010,127	\$ 326,910,000
May 28, 2018 - July 1, 2018	1,309,530	\$ 21.61	1,309,530	\$ 298,610,000

(1) Periodic information is presented by reference to our fiscal periods during the second quarter of fiscal year 2018.

## Item 6. Exhibits.

Exhibit Number	Description
31.1	<a href="#">Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1	<a href="#">Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2	<a href="#">Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

## 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 thereunto duly authorized.

### SPROUTS FARMERS MARKET, INC.

Date: August 2, 2018

By: /s/ Bradley S. Lukow  
Name: Bradley S. Lukow  
Title: Chief Financial Officer  
(Principal Financial Officer)

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## Section 2: EX-31.1 (EX-31.1)

### Exhibit 31.1

#### CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Amin N. Maredia, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sprouts Farmers Market, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2018

/s/ Amin N. Maredia

Amin N. Maredia  
Chief Executive Officer  
(Principal Executive Officer)

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## Section 3: EX-31.2 (EX-31.2)

**Exhibit 31.2**

### **CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bradley S. Lukow, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sprouts Farmers Market, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2018

/s/ Bradley S. Lukow

Bradley S. Lukow  
Chief Financial Officer  
(Principal Financial Officer)

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## Section 4: EX-32.1 (EX-32.1)

Exhibit 32.1

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Sprouts Farmers Market, Inc. (the "Company"), on Form 10-Q for the quarterly period ended July 1, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Amin N. Maredia, Chief Executive Officer of the Company, certify, based on my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, 2018

*/s/ Amin N. Maredia*

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Amin N. Maredia

Chief Executive Officer

(Principal Executive Officer)

This certification accompanies the Report to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

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## Section 5: EX-32.2 (EX-32.2)

Exhibit 32.2

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Sprouts Farmers Market, Inc. (the "Company"), on Form 10-Q for the quarterly period ended July 1, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bradley S. Lukow, Chief Financial Officer of the Company, certify, based on my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, 2018

*/s/ Bradley S. Lukow*

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Bradley S. Lukow

Chief Financial Officer

(Principal Financial Officer)

This certification accompanies the Report to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

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