

Section 1: 8-K (8-K)

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

FORM 8-K

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

Date of Report (Date of earliest event reported) November 18, 2019

Sprouts Farmers Market, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-36029
(Commission
File Number)

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

5455 E. High Street, Suite 111
Phoenix, Arizona 85054
(Address of principal executive offices and zip code)

(480) 814-8016
(Registrant's telephone number, including area code)

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

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

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$0.001 par value	SFM	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

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

Appointment of Joel D. Anderson to the Board of Directors

On November 18, 2019, the Board of Directors of Sprouts Farmers Market, Inc. (the "Company") appointed Joel D. Anderson to the Board, as a Class I director with a term expiring at the Company's 2020 annual meeting of stockholders. Mr. Anderson will serve on the Audit Committee of the Board.

Mr. Anderson will participate in the standard compensation plan for the Company's independent directors, including eligibility to receive equity grants pursuant to the Company's 2013 Incentive Plan, as described in the Company's proxy statement filed with the Securities and Exchange Commission ("SEC") on March 18, 2019. Mr. Anderson will also enter into the Company's form of director and officer indemnification agreement, included as Exhibit 10.9 to the Company's Annual Report on Form 10-K filed with the SEC on February 21, 2019.

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

Resignation of Steven H. Townsend from the Board of Directors

Effective November 18, 2019, Steven H. Townsend resigned from the Board. Mr. Townsend's resignation is not due to any disagreement with the Company on any matter relating to operations, policies or practices. The size of the Board of Directors will remain at seven members.

On November 18, 2019, the Company issued a press release announcing the aforementioned changes to its Board of Directors. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press release of Sprouts Farmers Market, Inc., dated November 18, 2019, entitled "Sprouts Farmers Market, Inc. Announces Changes to its Board of Directors"
104	Cover Page Interactive Data File (embedded within the Inline XBRL 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 hereunto duly authorized.

SPROUTS FARMERS MARKET, INC.

Date: November 18, 2019

By: /s/ Brandon F. Lombardi

Name: Brandon F. Lombardi

Title: Chief Legal Officer and Corporate Secretary

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



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

PHOENIX, Ariz. – (Globe Newswire) – November 18, 2019 – Sprouts Farmers Market, Inc. (Nasdaq: SFM) today announced the addition of Joel Anderson to its board of directors.

“It is an honor to welcome Joel to our board of directors,” said Jack Sinclair, chief executive officer and a director of Sprouts Farmers Market. “Joel’s deep experience as a high-growth retail executive at companies of scale will be extremely valuable to our board as we continue to develop our strategy for long-term growth and value creation.”

Anderson currently serves as president, chief executive officer and a director of Five Below, Inc. (Nasdaq: FIVE), a leading high-growth value retailer offering trend-right, high-quality products. Prior to joining Five Below, Anderson served as president and chief executive officer of Walmart.com from 2011 until 2014 and as the divisional senior vice president of the Northern Plains division of Walmart, Inc. (NYSE: WMT) from 2010 to 2011. Prior to joining Walmart, Mr. Anderson was president of the retail and direct business units for Lenox Group, Inc., a leader in quality tabletop and giftware, and served in various executive positions at Toys “R” Us Inc. over a 14-year period.

In addition, Sprouts announced that Steve Townsend has stepped down from the board.

“Steve has served on the Sprouts board since 2013, and we extend our gratitude and appreciation for his contributions,” said Joseph Fortunato, chairman of the Sprouts board of directors.

Corporate Profile

Sprouts Farmers Market, Inc., one the fastest-growing retailers in the country, has made healthy living accessible to shoppers for nearly two decades by offering affordable, fresh, natural and organic products. True to its farmers market heritage, Sprouts is known for pioneering its unique grocery model by offering a welcoming store layout featuring fresh produce at the center of the store, an expansive bulk foods section, and a vitamin department focused on overall wellness. Sprouts also offers a unique assortment of healthier products with special attributes, such as plant-based, gluten-free, keto-friendly, and grass-fed, to meet the growing and diverse needs of today’s consumer. Headquartered in Phoenix, Ariz., Sprouts employs more than 30,000 team members and operates approximately 340 stores in 22 states from coast to coast. Visit <https://about.sprouts.com/> for more information.

Source: Sprouts Farmers Market, Inc.
Phoenix, AZ

11/18/2019

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