

Sprouts Farmers Market, Inc.
Form 8-K
May 16, 2014

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) May 15, 2014

Sprouts Farmers Market, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

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

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Phoenix, Arizona 85028

(Address of principal executive offices and zip code)

(480) 814-8016

(Registrant's telephone number, including area code)

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

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

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 15, 2014, Sprouts Farmers Market, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting) to consider and vote upon the following proposals: (1) to elect three Class I directors to serve until the 2017 annual meeting of stockholders or until their successors are duly elected and qualified; (2) to vote on a non-binding advisory resolution to approve the compensation of the Company's named executive officers for fiscal 2013 (say-on-pay); (3) to vote on a non-binding advisory proposal on the frequency of future say-on-pay votes (say-on-frequency); and (4) to ratify the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as the independent auditor of the Company for the fiscal year ending December 28, 2014.

Set forth below are the final voting results for each proposal submitted to a vote of the stockholders at the Annual Meeting. For more information on the following proposals, see the Company's definitive proxy statement on Schedule 14A, as filed with the Securities and Exchange Commission on March 17, 2014.

Proposal 1: Election of the three Class I directors listed below to serve for a three-year term expiring at the Company's 2017 annual meeting of stockholders. All director nominees were duly elected.

| Nominee | For | Withheld | Broker Non-Votes |
|--------------------|-------------|----------|------------------|
| Terri Funk Graham | 113,083,005 | 352,145 | 2,128,883 |
| George G. Golleher | 112,492,422 | 942,728 | 2,128,883 |
| Steven H. Townsend | 112,925,203 | 509,947 | 2,128,883 |

Proposal 2: Advisory vote on the compensation paid to the Company's named executive officers for fiscal 2013. This proposal was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 110,790,310 | 2,563,389 | 81,451 | 2,128,883 |

Proposal 3: Advisory vote on the frequency of future votes on executive compensation. The say-on-frequency option that received the majority of votes cast was one year.

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-------------|-----------|-------------|---------|------------------|
| 111,733,960 | 1,126,895 | 491,920 | 80,242 | 2,128,883 |

Proposal 4: Ratification of PricewaterhouseCoopers LLP as the Company's independent auditor. This proposal was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 115,154,039 | 391,238 | 18,756 | |

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: May 16, 2014

By: */s/ Brandon F. Lombardi*

Name: Brandon F. Lombardi

Title: Chief Legal Officer and Corporate Secretary