





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

On May 3, 2016, Sprouts Farmers Market, Inc. (the “Company”) held its Annual Meeting to consider and vote upon the following proposals: (1) to elect two Class III directors to serve until the 2019 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 2015 (“say-on-pay”); and (3) 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 January 1, 2017.

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 Proxy Statement.

Proposal 1: Election of the two Class III directors listed below to serve for a three-year term expiring at the Company’s 2019 annual meeting of stockholders. Both director nominees were duly elected.

| Nominee         | For         | Withheld   | Broker Non-Votes |
|-----------------|-------------|------------|------------------|
| Shon A. Boney   | 108,846,638 | 11,264,198 | 22,389,340       |
| Amin N. Maredia | 116,445,742 | 3,665,094  | 22,389,340       |

As previously disclosed, the Company has reassessed the initial determination that Mr. Boney is independent in accordance with Nasdaq Listing Rule 5605(a)(2). Mr. Boney will no longer serve on the Company’s Nominating and Corporate Governance Committee (the “Committee”). The Committee, which Mr. Boney joined in February 2016 subsequent to its approval of the director nominees for the 2016 Annual Meeting, has not met or taken any action during Mr. Boney’s tenure. It will now be comprised solely of two independent directors. In addition, with four independent directors out of seven directors, the Company has at all times satisfied Nasdaq’s majority independence requirements.

Proposal 2: Advisory vote on the compensation paid to the Company’s named executive officers for fiscal 2015. This proposal was approved.

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 87,002,338 | 32,585,066 | 523,432 | 22,389,340       |

Proposal 3: Ratification of PricewaterhouseCoopers LLP as the Company’s independent auditor. This proposal was approved.

| For         | Against     | Abstain | Broker Non-Votes |
|-------------|-------------|---------|------------------|
| 142,148,202 | 108,990,242 | 242,984 | -                |

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 4, 2016 By: /s/ Brandon F. Lombardi  
Name: Brandon F. Lombardi  
Title: Chief Legal Officer and Corporate Secretary