

Sprouts Farmers Market, Inc.  
Form 8-K  
August 18, 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) August 13, 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 1.01. Entry into a Material Definitive Agreement.**

On August 13, 2014, we entered into an Amended and Restated Distribution Agreement with Nature's Best, our primary supplier of dry grocery and frozen food products. This agreement amends and restates our prior Distribution Agreement with Nature's Best, effective as of April 14, 2010. The new agreement enhances and supplements our prior agreement with Nature's Best, including terms relating to service level arrangements, deficiency cures, product management procedures, and other ordinary course operational terms provided to us by Nature's Best. The term, cost-plus pricing structure, and other material terms of the original agreement with Nature's Best remain unchanged by the new agreement.

**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: August 18, 2014

By: */s/ Brandon F. Lombardi*

Name: Brandon F. Lombardi

Title: Chief Legal Officer and Corporate Secretary