

Sprouts Farmers Market, Inc.
Form POSASR
March 26, 2015

As filed with the Securities and Exchange Commission on March 25, 2015

Registration No. 333-198039

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

POST-EFFECTIVE
AMENDMENT
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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 Number)

5455 E. High Street

Suite 111

Phoenix, Arizona 85054

(480) 814-8016

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Brandon F. Lombardi, Esq.

Chief Legal Officer and Corporate Secretary

Sprouts Farmers Market, Inc.

5455 E. High Street

Suite 111

Phoenix, Arizona 85054

(480) 814-8016

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Howard A. Kenny, Esq.

Morgan, Lewis & Bockius LLP

101 Park Avenue

New York, NY 10178

(212) 309-6000

Approximate date of commencement of proposed sale to the public: Not Applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☒

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

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

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Deregistration of Securities

The purpose of this Post-Effective Amendment to the Registration Statement on Form S-3 (Registration No. 333-198039) (the Registration Statement) of Sprouts Farmers Market, Inc. (the Company), a Delaware corporation, is to deregister all shares of the Company's common stock, par value \$0.001 per share (the Shares), registered but not sold pursuant to the Registration Statement.

The Registration Statement was initially filed with the Securities and Exchange Commission on Form S-3ASR on August 11, 2014, and was automatically effective on such date. On February 26, 2015, the Company ceased to be eligible to use Form S-3.

The Company has terminated all further offerings of its securities pursuant to the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that remain unsold at the termination of the offering, the Company hereby removes and withdraws from registration all of its securities registered pursuant to the Registration Statement that remain unsold as of the date hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it meets all of the requirements for filing this Post-Effective Amendment and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned hereunto duly authorized.

SPROUTS FARMERS MARKET, INC.

Date: March 25, 2015

By: */s/ Brandon F. Lombardi*

Name: Brandon F. Lombardi

Title: Chief Legal Officer and Corporate Secretary

No other person is required to sign this Post-Effective Amendment to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.