

Edgar Filing: Sprouts Farmers Market, Inc. - Form SC 13G/A

Sprouts Farmers Market, Inc.
Form SC 13G/A
January 10, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3) *

Sprouts Farmers Market, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

85208M102
(CUSIP Number)

December 30, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Capital Research Global Investors **

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

9,280,965

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIAALLY
OWNED BY

NONE

7 SOLE DISPOSITIVE POWER

EACH
REPORTING
PERSON
WITH:

9,280,965

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,280,965
13d-4

Beneficial ownership disclaimed pursuant to Rule

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

** A division of Capital Research and Management Company (CRMC)

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G
Under the Securities Exchange Act of 1934

Amendment No. 3

Item 1(a) Name of Issuer:
Sprouts Farmers Market, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
5455 E. High Street, Suite 111
Phoenix, AZ 85054

Item 2(a) Name of Person(s) Filing:
Capital Research Global Investors

Item 2(b) Address of Principal Business Office or, if none,
Residence:
333 South Hope Street
Los Angeles, CA 90071

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
85208M102

Item 3 If this statement is filed pursuant to sections 240.13d-1(b)
or 240.13d-2(b) or (c), check whether the person filing is a:
(e) ☒ An investment adviser in accordance with
section 240.13d-1(b) (1) (ii) (E).

Item 4 Ownership

Provide the following information regarding the aggregate
number and percentage of the class of securities of the issuer
identified in Item 1.

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of:
 - (iv) Shared power to dispose or to direct the disposition of:

See page 2

Capital Research Global Investors is deemed to be the

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beneficial owner of 9,280,965 shares or 6.5% of the 142,329,212 shares believed to be outstanding as a result of CRMC acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

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Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6 Ownership of More than Five Percent on Behalf of Another Person: N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person: N/A

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 10, 2017

Signature: Timothy D. Armour***
Name/Title: Timothy D. Armour - Partner
 Capital Research Global Investors

***By /s/ Liliane Corzo
 Liliane Corzo
 Attorney-in-fact

Signed pursuant to a Power of Attorney dated January 6, 2017 included as an Exhibit to this Schedule 13G.

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EXHIBIT

POWER OF ATTORNEY

The undersigned do hereby appoint Liliane Corzo and Herbert Y. Poon, and each of them, acting singly, with full power of substitution, as the true and lawful attorney of the undersigned, to sign on behalf of the undersigned in respect of the ownership of equity securities deemed held by the undersigned, Capital Research Global Investors, AMCAP Fund, American Funds Global Balanced Fund, American Mutual Fund, American Funds Insurance Series (Blue Chip Income and Growth Fund, Global Small Capitalization Fund, International Fund, Growth-Income Fund, and International Growth and Income Fund), Capital Income Builder, Capital World Growth and Income Fund, EuroPacific Growth Fund, New World Fund, Inc., SMALLCAP World Fund, Inc., The Growth Fund of America, The Investment Company of America, and The New Economy Fund, and to be reported pursuant to Sections 13(d), 13(f) and 13(g) of the Securities Exchange Act of 1934, as amended, and to execute joint filing agreements with respect to such filings.

IN WITNESS WHEREOF, this Power of Attorney has been executed as of
th
the 6 day of January, 2017.

Capital Research Global
Investors

American Funds Insurance
Series

/s/ Timothy D. Armour
Name: Timothy D. Armour
Title: Partner

/s/ Steven I. Koszalka
Name: Steven I. Koszalka
Title: Secretary

Capital Income Builder
Capital World Growth and
Income Fund
EuroPacific Growth Fund

AMCAP Fund
American Funds Global
Balanced Fund
American Mutual Fund

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New World Fund, Inc.

The Investment Company of
America

SMALLCAP World Fund, Inc.
The Growth Fund of America
The New Economy Fund

/s/ Laurie D. Neat
Name: Laurie D. Neat
Title: Secretary

/s/ Michael W. Stockton
Name: Michael W. Stockton
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Title: Secretary

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