

Sprouts Farmers Market, Inc.  
Form SC 13G/A  
February 12, 2016

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

**SCHEDULE 13G**

**(Amendment No. 2)\***

**Under the Securities Exchange Act of 1934**

**SPROUTS FARMERS MARKET, INC.**

(Name of Issuer)

**Common Stock, par value \$0.001**

(Title of Class of Securities)

**85208M102**

(CUSIP Number)

**December 31, 2015**

(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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CUSIP No. 85208M102

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).

AP Sprouts Holdings, LLC

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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
0 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares of Common Stock

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)  
0.0%

12 Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 85208M102

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).

AP Sprouts Holdings (Overseas), L.P.

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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

5	Sole Voting Power
6	Shared Voting Power 0 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 0 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares of Common Stock

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)  
0.0%

12 Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 85208M102

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).

AP Sprouts Holdings (Overseas) GP, LLC

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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
0 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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12 Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 85208M102

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Investment Fund VI, L.P.

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

Number of Shares Beneficially Owned by Each Reporting Person With:

6 Shared Voting Power  
0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
0 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares of Common Stock

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CUSIP No. 85208M102

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Advisors VI, L.P.

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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
0 shares of Common Stock

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CUSIP No. 85208M102

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Capital Management VI, LLC

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
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 0 shares of Common Stock
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	8	Shared Dispositive Power 0 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
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CUSIP No. 85208M102

1 Name of Reporting Persons.  
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Apollo Principal Holdings I, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

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Delaware

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1 Name of Reporting Persons.  
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Apollo Principal Holdings I GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
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Delaware

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Apollo Management VI, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

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12 Type of Reporting Person (See Instructions)  
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CUSIP No. 85208M102

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).

AIF VI Management, LLC

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

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Apollo Management, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

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Delaware

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1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Management GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3 SEC Use Only

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Delaware

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12 Type of Reporting Person (See Instructions)  
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CUSIP No. 85208M102

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Management Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

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(b)

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Apollo Management Holdings GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
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(b)

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Delaware

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11 Percent of Class Represented by Amount in Row (9)  
0.0%

12 Type of Reporting Person (See Instructions)  
OO

**Item 1.**

- (a) Name of Issuer  
Sprouts Farmers Market, Inc.
- (b) Address of Issuer's Principal Executive Offices  
5455 E. High Street, Suite 111  
  
Phoenix, Arizona 85054

**Item 2.**

- (a) Name of Person Filing

This statement is filed by (i) AP Sprouts Holdings, LLC ( Sprouts LLC ), (ii) AP Sprouts Holdings (Overseas), L.P. ( Sprouts Overseas ), (iii) AP Sprouts Holdings (Overseas) GP, LLC ( Sprouts Overseas GP ) (iv) Apollo Investment Fund VI, L.P. ( AIF VI ), (v) Apollo Advisors VI, L.P. ( Advisors VI ), (vi) Apollo Capital Management VI, LLC ( ACM VI ), (vii) Apollo Principal Holdings I, L.P. (Principal I ), (viii) Apollo Principal Holdings I GP, LLC ( Principal I GP ), (ix) Apollo Management VI, L.P. ( Management VI ), (x) AIF VI Management, LLC ( AIF VI LLC ), (xi) Apollo Management, L.P. ( Apollo Management ), (xii) Apollo Management GP, LLC ( Apollo Management GP ), (xiii) Apollo Management Holdings, L.P. ( Management Holdings ), and (xiv) Apollo Management Holdings GP, LLC ( Management Holdings GP ). Sprouts, LLC, Sprouts Overseas, Sprouts Overseas GP, AIF VI, Advisors VI, ACM VI, Principal I, Principal I GP, Management VI, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP are collectively referred to herein as the Reporting Persons.

Sprouts LLC and Sprouts Overseas each held shares of the Issuer's Common Stock. Sprouts Overseas GP is the general partner of Sprouts Overseas. AIF VI is the sole member of Sprouts LLC. Advisors VI is the general partner of AIF VI. ACM VI is the general partner of Advisors VI. Principal I is the sole member of ACM VI and Principal I GP is the general partner of Principal I. Management VI is the manager of Sprouts LLC and Sprouts Overseas GP, and the investment manager of AIF VI. AIF VI LLC is the general partner of Management VI. Apollo Management is the sole member and manager of AIF VI LLC, and Apollo Management GP is the general partner of Apollo Management. Management Holdings is the sole member and manager of Apollo Management GP, and Management Holdings GP is the general partner of Management Holdings.

- (b) Address of Principal Business Office or, if none, Residence  
The principal office of Sprouts, LLC, Sprouts Overseas, Sprouts Overseas GP, AIF VI, Advisors VI, ACM VI, Principal I and Principal I GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal office of each of Management VI, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP is 9 West 57th Street, New York, New York 10019.
- (c) Citizenship  
Sprouts Overseas, AIF VI, Advisors VI, Principal I, Management VI, Apollo Management and Management Holdings are each Delaware limited partnerships. Sprouts LLC, Sprouts Overseas GP, ACM VI, Principal I GP, AIF VI LLC,



- Apollo Management GP and Management Holdings GP are each Delaware limited liability companies.
- (d) Title of Class of Securities  
Common stock, par value \$0.001 (the Common Stock ).
- (e) CUSIP Number  
85208M102

**Item 3.** If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:  
Not applicable.

**Item 4. Ownership.**

(a) Amount beneficially owned:

Sprouts LLC:	0 shares of Common Stock
Sprouts Overseas:	0 shares of Common Stock
Sprouts Overseas GP:	0 shares of Common Stock
AIF VI:	0 shares of Common Stock
Advisors VI:	0 shares of Common Stock
ACM VI:	0 shares of Common Stock
Principal I:	0 shares of Common Stock
Principal I GP:	0 shares of Common Stock
Management VI:	0 shares of Common Stock
AIF VI LLC:	0 shares of Common Stock
Apollo Management:	0 shares of Common Stock
Apollo Management GP:	0 shares of Common Stock
Management Holdings:	0 shares of Common Stock
Management Holdings GP:	0 shares of Common Stock

Sprouts LLC, Sprouts Overseas, Sprouts Overseas GP, AIF VI, Advisors VI, ACM VI, Principal I, Principal I GP, Management VI, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, the managers of Principal I GP, and the managers, as well as executive officers, of Management Holdings GP, each disclaim beneficial ownership of all shares of Common Stock included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(b) Percent of class:

Sprouts LLC:	0.0%
Sprouts Overseas:	0.0%
Sprouts Overseas GP:	0.0%
AIF VI:	0.0%
Advisors VI:	0.0%
ACM VI:	0.0%
Principal I:	0.0%
Principal I GP:	0.0%

Management VI:	0.0%
AIF VI LLC:	0.0%
Apollo Management:	0.0%
Apollo Management GP:	0.0%
Management Holdings:	0.0%
Management Holdings GP:	0.0%
(c) Number of shares as to which the person has:	

(i) Sole power to vote or to direct the vote:

0 for all Reporting Persons.

(ii) Shared power to vote or to direct the vote:

Sprouts LLC:	0 shares of Common Stock
Sprouts Overseas:	0 shares of Common Stock
Sprouts Overseas GP:	0 shares of Common Stock
AIF VI:	0 shares of Common Stock
Advisors VI:	0 shares of Common Stock
ACM VI:	0 shares of Common Stock
Principal I:	0 shares of Common Stock
Principal I GP:	0 shares of Common Stock
Management VI:	0 shares of Common Stock
AIF VI LLC:	0 shares of Common Stock
Apollo Management:	0 shares of Common Stock
Apollo Management GP:	0 shares of Common Stock
Management Holdings:	0 shares of Common Stock
Management Holdings GP:	0 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of:

0 for all Reporting Persons.

(iv) Shared power to dispose or to direct the disposition of:

Sprouts LLC:	0 shares of Common Stock
Sprouts Overseas:	0 shares of Common Stock
Sprouts Overseas GP:	0 shares of Common Stock
AIF VI:	0 shares of Common Stock
Advisors VI:	0 shares of Common Stock
ACM VI:	0 shares of Common Stock
Principal I:	0 shares of Common Stock
Principal I GP:	0 shares of Common Stock
Management VI:	0 shares of Common Stock
AIF VI LLC:	0 shares of Common Stock
Apollo Management:	0 shares of Common Stock
Apollo Management GP:	0 shares of Common Stock
Management Holdings:	0 shares of Common Stock
Management Holdings GP:	0 shares of Common Stock

**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: x

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

**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: February 12, 2016

AP SPROUTS HOLDINGS, LLC

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AP SPROUTS HOLDINGS (OVERSEAS), L.P.

By: AP Sprouts Holdings (Overseas) GP, LLC  
its general partner

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AP SPROUTS HOLDINGS (OVERSEAS) GP, LLC

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President



APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P.  
its general partner

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President