

Fresh Market, Inc.  
Form 8-K  
June 14, 2012

**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): June 12, 2012**

**THE FRESH MARKET, INC.**

(Exact name of Registrant as specified in its Charter)

Delaware                      1-34940                      56-1311233  
(State or other jurisdiction (Commission File Number) (IRS Employer  
of incorporation)                      Identification No.)  
**628 Green Valley Road, Suite 500**

**Greensboro, NC 27408**

(Address of principal executive offices, including zip code)

**(336) 272-1338**

(Registrant's telephone number including area code)

**Not Applicable**

(Former name or former address if changed since last report)

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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:

- 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 June 12, 2012, The Fresh Market, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with the several selling stockholders specified therein (the “Selling Stockholders”) and Morgan Stanley & Co. LLC, as the underwriter (the “Underwriter”), with respect to the offer and sale of an aggregate of 10,033,141 shares (the “Initial Securities”) of its common stock, par value \$0.01 per share (the “Common Stock”), by the Selling Stockholders to the Underwriter (the “Offering”). Pursuant to the Underwriting Agreement, certain Selling Stockholders granted the Underwriters a 30-day option to purchase up to an additional 1,504,971 shares of Common Stock (the “Option Securities” and, together with the Initial Securities, the “Securities”). The Company will not receive any proceeds from the sale of the Securities by the Selling Stockholders.

The Offering described in this Current Report on Form 8-K is more fully described in the Company’s final prospectus supplement, as filed with the Securities and Exchange Commission on June 14, 2012 pursuant to Rule 424(b)(5), constituting a part of the Company’s Registration Statement on Form S-3 (File No. 333–182033). The Offering is expected to close on June 18, 2012. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement attached hereto as Exhibit 1.1 and incorporated by reference herein.

**Item 8.01. Other Items.**

On June 13, 2012, the Company announced the pricing of the Offering. A copy of the Company’s press release relating to the pricing, dated June 13, 2012, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

EXHIBIT  
NUMBER DESCRIPTION

- |      |  |
|------|--|
| 1.1  | Underwriting Agreement, dated June 12, 2012, by and among The Fresh Market, Inc., the several selling stockholders specified therein and Morgan Stanley & Co. LLC, as the underwriter specified therein. |
| 99.1 | Press Release, dated June 13, 2012.  |



**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.

THE FRESH  
MARKET, INC.

Date: June 14, 2012 By: /s/ Lisa K.  
Klinger  
Name: Lisa K.  
Klinger  
Executive  
Title: Vice  
President  
and CFO

**EXHIBIT INDEX**

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