Fresh Market, Inc. Form 4 June 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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0.5

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response...

10% Owner

Other (specify

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

(First)

(Street)

(Middle)

(Month/Day/Year) Execution Date, if

SASSER BOB

(Last)

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading Symbol

Fresh Market, Inc. [TFM]

3. Date of Earliest Transaction

(Month/Day/Year) 06/02/2015

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

C/O THE FRESH MARKET. INC., 628 GREEN VALLEY

ROAD, SUITE 500

4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

GREENSBORO, NC 27408

(State) (Zip) (City) 2. Transaction Date 2A. Deemed 1. Title of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

Following Reported Transaction(s)

(A) or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pr Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	f	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted stock units (RSUs)	(1)	06/02/2015		A	2,768	(2)	(2)	Common stock	2,768	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SASSER BOB C/O THE FRESH MARKET, INC. 628 GREEN VALLEY ROAD, SUITE 500 GREENSBORO, NC 27408

Signatures

/s/ Eric Hardin, attorney-in-fact 06/04/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each RSU represents the right to receive one share of common stock of The Fresh Market, Inc. on the vesting date, provided that the (1) holder of the RSU remains a director of, or otherwise providing services to, The Fresh Market, Inc. or its affiliates through the relevant vesting date.
- The RSUs vest on the earlier of (i) the first anniversary of the grant date and (ii) the first annual meeting of stockholders of The Fresh

 (2) Market, Inc. after the grant date. Recipients have the right to defer delivery of shares of common stock resulting from the RSUs until the termination of their service as a director of The Fresh Market, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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