

Fresh Market, Inc.
Form 4
April 27, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Berry Ray D

(Last) (First) (Middle)

C/O THE FRESH MARKET, INC., 628 GREEN VALLEY ROAD, SUITE 500

(Street)

GREENSBORO, NC 27408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Fresh Market, Inc. [TFM]

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common stock | 04/27/2016 | | J ⁽¹⁾ | 1,974,481 D <u>1</u> 0 | | I | By the Paiko Trust ⁽²⁾ |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted stock units | (3) | 04/27/2016 | | D | 2,768 | (4) (4) | Common stock | 2,768 \$ 2 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Berry Ray D
 C/O THE FRESH MARKET, INC.
 628 GREEN VALLEY ROAD, SUITE 500
 GREENSBORO, NC 27408

Signatures

/s/ Eric Hardin, attorney-in-fact 04/27/2016

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).
- Pursuant to a Rollover, Contribution and Exchange Agreement and accompanying side letter (the "Rollover Agreement"), among Pomegranate Parent Holdings, Inc. ("Parent"), as assignee, the reporting person and affiliates of the reporting person (the "Rollover Stockholders"), the Rollover Stockholders contributed these shares to TFM2, LLC which subsequently contributed these shares to Parent in exchange for a number of shares of Parent's common stock calculated pursuant to the Rollover Agreement, effective as of the Effective Time (as defined in the Agreement and Plan of Merger, dated March 11, 2016, by and among The Fresh Market, Inc., Parent and Pomegranate Merger Sub, Inc. (the "Merger Agreement")), at a value of \$28.50 per share.
- (1) Reporting person is trustee and beneficiary.
- Each restricted stock unit ("RSU") represents the right to receive one share of common stock of The Fresh Market, Inc. on the vesting date, provided that the holder of the RSU continues to provide services to The Fresh Market, Inc. or its affiliates through the relevant vesting date.
- (2) The RSUs were granted on June 3, 2015 and vest on the earlier of (i) the first anniversary of the grant date and (ii) the first annual meeting of stockholders of The Fresh Market, Inc. after the grant date. Pursuant to the Merger Agreement, each RSU outstanding immediately prior to the Effective Time was canceled and the holder thereof became entitled to receive solely, in full satisfaction of the rights of such holder with respect thereto, a lump-sum cash payment equal to the product of (i) the number of RSUs immediately prior to the Effective Time and (ii) the Merger Consideration.
- (3) Reporting person is trustee and beneficiary.
- (4) Reporting person is trustee and beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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