

Fresh Market, Inc.
Form 4
March 20, 2015

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 *
Short Jeffrey B.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
628 GREEN VALLEY ROAD, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2015

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP-Controller (PAO)

GREENSBORO, NC 27408

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

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

(City) (State) (Zip)

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common stock | 01/02/2015 | | J(1) | V 30.6592 A \$ 39.14 | 1,958.5337 | D | |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Options to purchase | \$ 40.98 | 03/18/2015 | | A | 3,849 | (2) | (3) | Common stock | 3,849 |
| Restricted stock units (RSUs) | (4) | 03/18/2015 | | A | 1,756 | (5) | (5) | Common stock | 1,756 |
| Performance shares | (7) | 03/18/2015 | | D(8) | 1,192 (9) | (7) | (7) | Common stock | 1,192 (9) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Short Jeffrey B. 628 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408 | | | VP-Controller (PAO) | |

Signatures

/s/ Eric Hardin,
attorney-in-fact

03/20/2015

**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).
- (1) This acquisition was made pursuant to The Fresh Market, Inc. Employee Stock Purchase Plan
Options vest in 25% increments on each of the first four anniversaries of the grant date, provided that the holder remains employed by
 - (2) The Fresh Market, Inc. or its affiliates through the relevant vesting date, subject to provisions for termination for cause, retirement, death, disability, and change of control.
The options expire upon the earlier of (a) the tenth anniversary of the date of grant and (b) three months after the holder of the option
 - (3) terminates employment with The Fresh Market, Inc. or its affiliates, subject to provisions for termination for cause, retirement, death, disability, and change of control.
Each RSU represents the right to receive one share of common stock of The Fresh Market, Inc. on the vesting date, provided that the
 - (4) holder of the RSU remains employed by The Fresh Market, Inc. or its affiliates through the relevant vesting date, subject to provisions for death, disability, retirement, and change of control. RSUs include the right to have shares withheld to satisfy tax withholding obligations upon vesting.

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- 878 RSUs will vest in 25% increments on the first, second, third and fourth anniversaries of the grant date, and 878 additional RSUs will vest on the third anniversary of the grant date, provided in each case that the holder of the RSUs remains employed by The Fresh Market, Inc. or its affiliates through the relevant vesting date, subject to provisions for death, disability, retirement, and change of control.
- (5) Includes only RSUs; other derivative securities reported separately.
- Each performance share represents the contingent right to receive one share of common stock of The Fresh Market, Inc. in the event that a performance goal is satisfied. This goal is based on the Company's cumulative earnings per share, on an excluded items basis, over a three year performance period ending January 25, 2015. The performance goal was not satisfied by the end date, as defined in the Performance Share Award Agreement attached as Exhibit 10.1 to the Form 8-K filed by The Fresh Market, Inc. on March 21, 2012 ("Performance Share Award Agreement"), and the performance shares were forfeited as of March 18, 2015.
- (7) Under the terms of the Performance Share Award Agreement, the performance shares were forfeited as of March 18, 2015, without converting to common stock.
- (8) Represents the maximum number of shares under the Performance Share Award Agreement.
- (9) Total refers to performance shares; excludes other derivative securities beneficially owned as previously disclosed by the Reporting Person.
- (10)

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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