

Fresh Market, Inc.  
 Form 3  
 December 03, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Stout Karen (Last) (First) (Middle)  628 GREEN VALLEY ROAD, SUITE 500 (Street)  GREENSBORO, NC 27408 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/23/2015	3. Issuer Name and Ticker or Trading Symbol Fresh Market, Inc. [TFM]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP Store Operations	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	4,714	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options to purchase	Â (1)	Â (2)	Common stock	25,693	\$ 22	D	Â
Options to purchase	Â (3)	Â (2)	Common stock	3,200	\$ 41.41	D	Â
Options to purchase	Â (4)	Â (5)	Common stock	4,045	\$ 47.17	D	Â
Options to purchase	Â (6)	Â (5)	Common stock	3,731	\$ 42.65	D	Â
Options to purchase	Â (7)	Â (5)	Common stock	5,725	\$ 32.67	D	Â
Options to purchase	Â (8)	Â (5)	Common stock	3,849	\$ 40.98	D	Â
Restricted stock units	Â (9)	Â (9)	Common stock	199	\$ (10)	D	Â
Restricted stock units	Â (11)	Â (11)	Common stock	528	\$ (10)	D	Â
Restricted stock units	Â (12)	Â (12)	Common stock	1,033	\$ (10)	D	Â
Restricted stock units	Â (13)	Â (13)	Common stock	878	\$ (10)	D	Â
Restricted stock units	Â (14)	Â (14)	Common stock	4,538	\$ (10)	D	Â
Performance share units	Â (15)	Â (15)	Common stock	1,055	\$ (16)	D	Â
Performance share units	Â (17)	Â (17)	Common stock	1,377	\$ (16)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stout Karen 628 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408	Â	Â	Â SVP Store Operations	Â

## Signatures

/s/ Eric Hardin,  
attorney-in-fact

12/03/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The options were granted on November 4, 2010 and vested in 25% increments on the first four anniversaries of the grant date.
- (2) 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 ceases to be a director, officer, employee or consultant for The Fresh Market, Inc. or one of its affiliates.
- (3) The options were granted on December 16, 2011 and vested in 25% increments on November 4 of each of the following years: 2012, 2013, 2014 and 2015.
- (4) The options were granted on March 21, 2012 and vest in 25% increments on the first four anniversaries of the grant date.
- (5) 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 terminates employment with The Fresh Market, Inc. or its affiliates, subject to provisions for termination for cause, retirement, death, disability, and change of control.
- (6) The options were granted on March 20, 2013 and vest in 25% increments on the first four anniversaries of the grant date.
- (7) The options were granted on March 27, 2014 and vest in 25% increments on the first four anniversaries of the grant date.
- (8) The options were granted on March 18, 2015 and vest in 25% increments on the first four anniversaries of the grant date.
- (9) The RSUs vest on March 21, 2016.
- (10) 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 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.
- (11) 264 RSUs vest on each of March 20, 2016 and March 20, 2017.
- (12) One-third of the outstanding RSUs vest on March 27 of each of the following years: 2016, 2017, and 2018.
- (13) The RSUs vest in 25% increments on March 18 of each of the following years: 2016, 2017, 2018, and 2019.
- (14) The RSUs vest on March 18, 2018.
- (15) The performance share units (PSUs) convert to common stock as of the end of the three-year performance period ending on January 31, 2016, provided that the holder of the PSU remains employed by The Fresh Market, Inc. or its affiliates through the end of the performance period, subject to provisions for death, disability, retirement, and change of control.
- (16) Each PSU represents the contingent right to receive one share of common stock of The Fresh Market, Inc. to the extent that a performance goal is satisfied. The number of PSUs stated on this line represents the target amount of shares of common stock that may be received; the actual number of shares may be higher or lower than the target depending on the extent to which the threshold and target performance goals are met or exceeded. The performance goal is based on the financial performance of The Fresh Market, Inc. over the three-year performance period. The PSUs include the right to have shares withheld to satisfy tax withholding obligations upon vesting.
- (17) The PSUs convert to common stock as of the end of the three-year performance period ending on January 29, 2017, provided that the holder of the PSU remains employed by The Fresh Market, Inc. or its affiliates through the end of the performance period, subject to provisions for death, disability, retirement, and change of control.

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### Remarks:

Exhibit List Exhibit 24 - Power of Attorney

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.