

SPINNER STEVEN
Form 4
September 28, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
SPINNER STEVEN

2. Issuer Name and Ticker or Trading Symbol
UNITED NATURAL FOODS INC
[UNFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

President, CEO & Chairman

C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY

09/26/2017

(Street)

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

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

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

PROVIDENCE, RI 02908

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/26/2017 | | A ⁽¹⁾ | 47,267 | A | \$ 0 ⁽²⁾ | 158,935 D |
| Common Stock | 09/26/2017 | | A ⁽³⁾ | 29,561 | A | \$ 0 ⁽²⁾ | 188,496 D |
| Common Stock | 09/26/2017 | | F ⁽⁴⁾ | 37,674 | D | \$ 44.39 | 150,822 D |
| Common Stock | | | | | | | 651 I |

See footnote (5)

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

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(9-02)

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

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Vested Performance Units | (2) | 09/26/2017 | | A(6)(7) | 23,345 | (6)(7) (6)(7) | Vested Performance Units |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPINNER STEVEN C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908 | X | | President, CEO & Chairman | |

Signatures

Joseph McGrail, Power-of-Attorney,
in fact
Date: 09/28/2017

**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).

On September 21, 2016, the reporting person was granted 47,032 performance units eligible to vest at target levels of performance (with vesting of more or less shares possible based on actual performance) based on the extent to which certain EPS, Adjusted EBITDA, Adjusted ROIC and total shareholder return performance targets were met for fiscal 2017. Based upon the performance of United Natural Foods, Inc. (the "Company") against the applicable performance targets, 47,267 performance units subject to such criteria vested on September 26, 2017, resulting in the reporting person being entitled to receive 47,267 shares of the Company's common stock before the impact of any withholding taxes which, as described in footnote 4, were satisfied by withholding a portion of the shares issuable to the reporting person.

(2)

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Performance stock units are settled in shares of common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.

- (3) On October 27, 2016, the reporting person was granted 27,500 performance units eligible to vest at target level of performance (with vesting of more or less shares possible based on actual performance) based on the extent to which certain EPS, Net Sales and Adjusted EBITDA performance targets were met for fiscal 2017. Based upon the Company's performance against the applicable performance targets, 29,561 performance units subject to such criteria vested on September 26, 2017, resulting in the reporting person becoming entitled to receive 29,561 shares of the Company's common stock before the impact of any withholding taxes which, as described in footnote 4, were satisfied by withholding a portion of the shares issuable to the reporting person.

- (4) As described in footnotes 1, 3, 6 and 7, on September 26, 2017, the reporting person became entitled to receive 101,014 shares of Company common stock in settlement of a like number of performance units. The Company retained 37,674 of these shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

- (5) Includes 651 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 26, 2017.

- (6) On October 27, 2016, the reporting person was granted 22,500 performance units eligible to vest at target level of performance (with vesting of more or less shares possible based on actual performance) based on the extent to which certain EPS, Net Sales and Adjusted EBITDA performance targets were met for fiscal 2017. Based upon the Company's performance against the applicable performance targets, 24,186 performance units subject to such criteria vested on September 26, 2017, resulting in the reporting person becoming entitled to receive 24,186 shares of the Company's common stock before the impact of any withholding taxes which, as described in footnote 4, were satisfied by withholding a portion of the shares issuable to the reporting person.

- (7) The 24,186 shares of the Company's common stock that are issuable to the reporting person as a result of the vesting of the performance units on September 26, 2017 (before the impact of any withholding taxes which, as described in footnote 4, were satisfied by withholding a portion of the shares issuable to the reporting person) are not payable to the reporting person until the termination of the reporting person's employment with the Company or, if earlier, immediately prior to consummation of a change in control of the Company. Accordingly, these shares, net of the shares used to pay the withholding taxes, are being reported in Table II.

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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