

FUNK MICHAEL S

Form 4

March 19, 2018

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FUNK MICHAEL S

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)  
03/15/2018

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

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

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                         |
| Common<br>Stock                       | 03/15/2018                              |                                                             | M                                       |                                                                         | 4,590                                                                                                              | A \$ 0 <sup>(1)</sup>                                                | 46,456 D                                |
| Common<br>Stock                       | 03/15/2018                              |                                                             | F <sup>(2)</sup>                        |                                                                         | 1,710                                                                                                              | D \$<br>43.98                                                        | 44,746 D                                |
| Common<br>Stock                       | 03/15/2018                              |                                                             | M                                       |                                                                         | 5,625                                                                                                              | A \$<br>24.54                                                        | 50,371 D                                |
| Common<br>Stock                       | 03/16/2018                              |                                                             | S                                       |                                                                         | 5,625                                                                                                              | D \$<br>44.56                                                        | 44,746 D                                |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 4,228                                                                | I See<br>footnote                       |

(3)

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Restricted<br>Stock Unit                            | (4)                                                                | 03/15/2018                              |                                                             | M                                    | 4,590                                                                                                           | (5) (5)                                                        | Common<br>Stock                                                     | 4,590                                     |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 24.54<br>(6)                                                    | 03/15/2018                              |                                                             | M                                    | 5,625                                                                                                           | (7) 09/16/2018                                                 | Common<br>Stock                                                     | 5,625                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                | Director      | 10% Owner | Officer | Other |
| FUNK MICHAEL S<br>C/O UNITED NATURAL FOODS, INC.<br>313 IRON HORSE WAY<br>PROVIDENCE, RI 02908 | X             |           |         |       |

## Signatures

Joseph McGrail, Power-of-Attorney,  
in fact 03/19/2018

\_\_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) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.
- (2) On March 15, 2018, 4,590 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 1,710 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (3) Represents 4,228 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of March 16, 2018.
- (4) Each restricted stock unit represents the right to receive one share of United Natural Foods, Inc. common stock upon vesting in accordance with the terms of the reporting person's restricted stock unit agreement.
- (5) The restricted stock units vest as follows: one-half vests on the date of grant and the remaining one-half vests on the 6 month anniversary of the date of grant.
- (6) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.
- (7) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant, and expire on the tenth anniversary of the grant.

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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