

Berry Ray D
Form SC 13G
February 04, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

The Fresh Market, Inc.
(Name of Issuer)

Common Stock, \$0.01 Par Value
(Title of Class of Securities)

35804H106
(CUSIP Number)

December 31, 2010
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 35804H106

13G

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ray Berry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

6

32,114,3711

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8

32,114,371

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

32,114,371

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

NOT APPLICABLE

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

66.9%²

TYPE OF REPORTING PERSON (See Instructions)

12

IN

1 Includes 7,969,675 shares held of record by the Paiko Trust, as to which Mr. Berry is trustee and has voting and investment power.

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2 The percent ownership is calculated based upon an aggregate of 47,991,045 shares outstanding as reported in The Fresh Market, Inc.'s prospectus filed under Rule 424(b) under the Securities Act of 1933, as amended, on November 5, 2010.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Brett Berry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SHARED VOTING POWER

6

32,114,3713

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8

32,114,371

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

32,114,371

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

NOT APPLICABLE

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

66.9%4

TYPE OF REPORTING PERSON (See Instructions)

12

IN

3 Includes 2,415,585 shares held of record by the Gibson Trust, as to which Mr. Berry is trustee and has voting and investment power, 1,096,824 shares held of record by the Jenner Trust, as to which he has voting and investment power as special holdings adviser and 4,258,452 shares held of record by the Floyd Trust, as to which he has voting and investment power as special holdings adviser.

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4 The percent ownership is calculated based upon an aggregate of 47,991,045 shares outstanding as reported in The Fresh Market, Inc.'s prospectus filed under Rule 424(b) under the Securities Act of 1933, as amended, on November 5, 2010.

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael Barry

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

5 SOLE VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY 32,114,3715
 EACH
 REPORTING 7 SOLE DISPOSITIVE POWER
 PERSON
 WITH 8 SHARED DISPOSITIVE POWER
 32,114,371

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 32,114,371

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 NOT APPLICABLE
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 66.9%6

12 TYPE OF REPORTING PERSON (See Instructions)
 IN

5 Includes 1,093,279 shares held of record by the Unger Trust, as to which Mr. Barry has voting and investment power as special holdings adviser, 4,242,379 shares held of record by the Keigan Trust, as to which he has voting and investment power as special holdings adviser, 2,785,008 shares held of record by the Rossler Trust, as to which he has voting and investment power as special holdings adviser, 1,236,206 shares held of record by the Lerra Trust, as to which he has voting and investment power as special holdings adviser and is co-trustee, 1,236,206 shares held of record by the Farra Trust, as to which he has voting and investment power as special holdings adviser and is co-trustee, and 1,236,206 shares held of record by the Caito Trust, as to which he has voting and investment power as

special holdings adviser and is co-trustee.

6 The percent ownership is calculated based upon an aggregate of 47,991,045 shares outstanding as reported in The Fresh Market, Inc.'s prospectus filed under Rule 424(b) under the Securities Act of 1933, as amended, on November 5, 2010.

CUSIP No. 35804H106

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Amy Barry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SHARED VOTING POWER

6

32,114,3717

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8

32,114,371

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

32,114,371

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

NOT APPLICABLE

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

66.9%8

TYPE OF REPORTING PERSON (See Instructions)

12

IN

7 Includes 1,780,037 shares held of record by the Atma Trust as to which Ms. Barry is trustee and has voting and investment power.

8 The percent ownership is calculated based upon an aggregate of 47,991,045 shares outstanding as reported in The Fresh Market, Inc.'s prospectus filed under Rule 424(b) under the Securities Act of 1933, as amended, on November 5, 2010.

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Winston Berry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SHARED VOTING POWER

6

32,114,3719

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8

32,114,371

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

32,114,371

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

NOT APPLICABLE

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

66.9%10

TYPE OF REPORTING PERSON (See Instructions)

12

IN

9 Includes 1,382,257 shares held of record by the Tuttle Trust, as to which Ms. Berry is co-trustee along with J.P. Morgan Trust Company of Delaware and as to which she has voting and investment power as special holdings adviser, and 1,382,257 shares of record held by the Millard Trust, as to which she is co-trustee along with J.P. Morgan Trust Company of Delaware and as to which she has voting and investment power as special holdings adviser.

10 The percent ownership is calculated based upon an aggregate of 47,991,045 shares outstanding as reported in The Fresh Market, Inc.'s prospectus filed under Rule 424(b) under the Securities Act of 1933, as amended, on November 5, 2010.

Item 1.

(a) Name of Issuer:

The Fresh Market, Inc.

(b) Address of Issuer's Principal Executive Offices:

628 Green Valley Road
Suite 500
Greensboro, North Carolina 27408

Item 2.

(a) Name of Persons Filing:

Ray Berry
Brett Berry
Michael Barry
Amy Barry
Winston Berry

(b) Address of Principal Business Office or, if none, Residence for each of the reporting persons:

c/o: The Fresh Market, Inc.
628 Green Valley Road
Suite 500
Greensboro, North Carolina 27408

(c) Citizenship of each of the reporting persons: United States

(d) Title of Class of Securities: Common Stock, par value \$0.01 per share

(e) CUSIP Number: 35804H106

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

NOT APPLICABLE

Item 4. Ownership

The information in Item 1 and Items 5 through 11 on the cover pages of this Schedule 13G is incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class.

NOT APPLICABLE

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group.

Ray Berry, Brett Berry, Michael Barry, Amy Barry and Winston Berry are making this single, joint filing pursuant to Rule 13d-1(k) of the Act because each of them is reporting as to the beneficial ownership of the same securities and because they constitute a "group" within the meaning of Section 13(d)(3) of the Act. The members of this group are set forth as reporting persons on Schedule 13G.

Item 9. Notice of Dissolution of Group.

NOT APPLICABLE

Item 10. Certification.

NOT APPLICABLE

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2011

By: /s/ Ray Berry
Name: Ray Berry

By: /s/ Brett Berry
Name: Brett Berry

By: /s/ Michael Barry
Name: Michael Barry

By: /s/ Amy Barry
Name: Amy Barry

By: /s/ Winston Berry
Name: Winston Berry