

Dissinger Todd
Form 3
January 03, 2018

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 *

Â Dissinger Todd

(Last) (First) (Middle)

C/O NATURAL GROCERS BY
VITAMIN COTTAGE,Â 12612
WEST ALAMEDA PARKWAY

(Street)

LAKEWOOD,Â COÂ 80228

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2018

3. Issuer Name **and** Ticker or Trading Symbol

Natural Grocers by Vitamin Cottage, Inc. [NGVC]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

Chief Financial Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

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

4,484

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	5,406	\$ ⁽¹⁾	D	Â
Restricted Stock Units ⁽¹⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	8,100	\$ ⁽¹⁾	D	Â
Restricted Stock Units ⁽¹⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	60,066	\$ ⁽¹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dissinger Todd C/O NATURAL GROCERS BY VITAMIN COTTAGE 12612 WEST ALAMEDA PARKWAY LAKEWOOD,Â COÂ 80228	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Todd
Dissinger

01/03/2018

 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) Each restricted stock unit represents a contingent right to receive one share of NGVC common stock.

(2) 1,802 of these restricted stock units will vest on each of August 17, 2018, 2019 and 2020.

(3) 1,620 of these restricted stock units will vest on each of November 1, 2018, 2019, 2020, 2021 and 2022.

(4) 12,013 of these restricted stock units will vest on each of January 2, 2019, 2020, 2021 and 2022 and 12,014 of these restricted stock units will vest on January 2, 2023; provided, however, that all such restricted stock units that are unvested will become fully vested upon the occurrence of a change in control affecting the Company.

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.