

Vitamin Shoppe, Inc.  
Form 4  
September 07, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ARCHBOLD MICHAEL G

2. Issuer Name and Ticker or Trading Symbol  
Vitamin Shoppe, Inc. [VSI]

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)

2101 91ST STREET

09/05/2012

Former President & COO

(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

NORTH BERGEN, NJ 07047

(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)
			Code	V Amount (A) or (D) Price			
Common Stock <sup>(1)</sup>	09/05/2012		M	20,000 A \$ 13.43	36,476	D	
Common Stock <sup>(1)</sup>	09/05/2012		S	20,000 D \$ 58	16,476	D	
Common Stock <sup>(1)</sup>	09/05/2012		M	18,659 A \$ 16.12	35,135	D	
Common Stock <sup>(1)</sup>	09/05/2012		S	18,659 D \$ 58.02	16,476	D	
Common Stock <sup>(1)</sup>	09/05/2012		M	11,341 A \$ 13.43	27,817	D	

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Common Stock <u>(1)</u>	09/05/2012	S	11,341	D	\$ 58.02	16,476	D
Common Stock <u>(1)</u>	09/05/2012	M	17,547	A	\$ 16.12	34,023	D
Common Stock <u>(1)</u>	09/05/2012	S	17,547	D	\$ 58	16,476	D
Common Stock <u>(1)</u>	09/05/2012	M	1,100	A	\$ 16.12	17,576	D
Common Stock <u>(1)</u>	09/05/2012	S	1,100	D	\$ 58	16,476	D
Common Stock <u>(1)</u>	09/06/2012	M	20,000	A	\$ 16.12	36,476	D
Common Stock <u>(1)</u>	09/06/2012	S	20,000	D	\$ 58.52	16,476	D
Common Stock <u>(1)</u>	09/06/2012	M	35,748	A	\$ 16.12	52,224	D
Common Stock <u>(1)</u>	09/06/2012	S	35,748	D	\$ 58.06	16,476	D

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)	8. Amount or Number of Shares
Option (Right to buy Common Stock )	\$ 13.43	09/05/2012		M	20,000	<u>(2)</u> 04/16/2017	Common Stock	20,000
Option (Right to buy Common Stock )	\$ 16.12	09/05/2012		M	18,659	<u>(2)</u> 04/16/2017	Common Stock	18,659

buy Common Stock )									
Option (Right to buy Common Stock )	\$ 13.43	09/05/2012	M	11,341	(2)	04/16/2017	Common Stock	11,341	
Option (Right to buy Common Stock )	\$ 16.12	09/05/2012	M	17,547	(2)	04/16/2017	Common Stock	17,547	
Option (Right to buy Common Stock )	\$ 16.12	09/05/2012	M	1,100	(2)	04/16/2017	Common Stock	1,100	
Option (Right to buy Common Stock )	\$ 16.12	09/06/2012	M	20,000	(2)	04/16/2017	Common Stock	20,000	
Option (Right to buy Common Stock )	\$ 16.12	09/06/2012	M	35,748	(2)	04/16/2017	Common Stock	35,748	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARCHBOLD MICHAEL G 2101 91ST STREET NORTH BERGEN, NJ 07047			Former President & COO	

## Signatures

/s/ Jean W. Frydman  
attorney-in-fact

09/06/2012

\_\_\_\_\_  
\*\*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).

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- (1) Includes 562 shares acquired at \$19.58 per share, 540 shares acquired at \$22.10 per share, 86 shares acquired at \$23.73 per share, 389 shares acquired at \$28.36 per share, 460 shares acquired at \$28.82 per share, 22 shares acquired at \$31.82 per share and 620 shares acquired at \$34.26 under the Vitamin Shoppe 2010 Employee Stock Purchase Plan on June 30, 2010, September 30, 2010, December 31, 2010, March 31, 2011, June 30, 2011, September 30, 2011, March 30, 2012 and respectively.
- (2) Options vest in four equal annual installments beginning on April 16, 2007.

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