

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2013-01-23**
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FILED BY

Berry Ray D

CIK: **1494247**
Type: **SC 13G/A**

Mailing Address
C/O THE FRESH MARKET,
INC.
628 GREEN VALLEY ROAD,
SUITE 500
GREENSBORO NC 27408

SUBJECT COMPANY

Fresh Market, Inc.

CIK: **1489979** | IRS No.: **561311233** | State of Incorporation: **DE** | Fiscal Year End: **0131**
Type: **SC 13G/A** | Act: **34** | File No.: **005-85945** | Film No.: **13542841**
SIC: **5411** Grocery stores

Mailing Address
628 GREEN VALLEY ROAD
SUITE 500
GREENSBORO NC 27408

Business Address
628 GREEN VALLEY ROAD
SUITE 500
GREENSBORO NC 27408
336-272-1338

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

The Fresh Market, Inc.

(Name of Issuer)

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

35804H106
(CUSIP Number)

December 31, 2012
(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/A

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Ray Berry	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> See Item 9.	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,635,481 ₁ (See Item 9)
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER 1,635,481 ₁ (See Item 9)
	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,635,481 ₁	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) NOT APPLICABLE	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.4% ₂	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

- ¹ Includes 1,635,481 shares held of record by the Paiko Trust, as to which Mr. Berry is trustee and has voting and investment power.
- ² The percent ownership is calculated based upon an aggregate of 48,178,556 shares outstanding on November 26, 2012 as reported on the cover page to The Fresh Market, Inc.'s quarterly report on Form 10-Q filed with the Securities and Exchange Commission on December 6, 2012 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended.

CUSIP No. 35804H106

13G/A

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Brett Berry	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> See Item 9.	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,800,104 ₃ (See Item 9)
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER 1,800,104 ₃ (See Item 9)
	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,800,104 ₃	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) NOT APPLICABLE	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.7% ₄	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

³ Includes 476,835 shares held of record by the Gibson Trust, as to which Mr. Berry is trustee and has voting and investment power, 255,414 shares held of record by the Jenner Trust, as to which he has voting and investment power as special holdings adviser and 1,067,855 shares held of record by the Floyd Trust, as to which he has voting and investment power as special holdings adviser.

⁴ The percent ownership is calculated based upon an aggregate of 48,178,556 shares outstanding on November 26, 2012 as reported on the cover page to The Fresh Market, Inc.'s quarterly report on Form 10-Q filed with the Securities and Exchange Commission on December 6, 2012 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended.

0CUSIP No. 35804H106

13G/A

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) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> See Item 9.	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 3,097,274 ₅ (See Item 9)
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER 3,097,274 ₅ (See Item 9)
	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,097,274 ₅	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) NOT APPLICABLE	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.4% ₆	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

- 5 Includes 261,869 shares held of record by the Unger Trust, as to which Mr. Barry has voting and investment power as special holdings adviser, 1,093,319 shares held of record by the Keigan Trust, as to which he has voting and investment power as special holdings adviser, 745,726 shares held of record by the Rossler Trust, as to which he has voting and investment power as special holdings adviser, 332,120 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, 332,120 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 332,120 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 48,178,556 shares outstanding on November 26, 2012 as reported on the cover page to The Fresh Market, Inc.'s quarterly report on Form 10-Q filed with the Securities and Exchange Commission on December 6, 2012 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended.

CUSIP No. 35804H106

13G/A

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Amy Barry	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> See Item 9.	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 211,495 ₇ (See Item 9)
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER 211,495 ₇ (See Item 9)
	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 211,495 ₇	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) NOT APPLICABLE	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.4% ₈	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

⁷ Includes 211,495 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 48,178,556 shares outstanding on November 26, 2012 as reported on the cover page to The Fresh Market, Inc.'s quarterly report on Form 10-Q filed with the Securities and Exchange Commission on December 6, 2012 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended.

CUSIP No. 35804H106

13G/A

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Winston Berry	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> See Item 9.	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 750,988, (See Item 9)
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER 750,988, (See Item 9)
	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 750,988,	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) NOT APPLICABLE	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.6% ₁₀	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

9 Includes 375,494 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 375,494 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 48,178,556 shares outstanding on November 26, 2012 as reported on the cover page to The Fresh Market, Inc.'s quarterly report on Form 10-Q filed with the Securities and Exchange Commission on December 6, 2012 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended.

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/A is incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class.If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

(Applicable to Ray Berry, Brett Berry, Amy Barry, and Winston Berry)

See Item 9.

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.

See Item 9.

Item 9. Notice of Dissolution of Group.

See Exhibit A attached hereto

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: January 23, 2013

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Joint Filing Agreement (previously filed)
Exhibit A	Notice of Dissolution of Group

Notice of Dissolution of Group

Effective October 14, 2012, the group formed by Ray Berry, Brett Berry, Michael Barry, Amy Barry, and Winston Berry with respect to the shares of Common Stock of The Fresh Market, Inc. as reported in the Schedule 13G, was dissolved. All further transactions with respect to such shares will be filed, if required, by the former members of the group in their individual capacities.