

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

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

Whole Foods Market, Inc.
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

966837106
(CUSIP Number)

Eleazer Klein, Esq.
Aneliya Crawford, Esq.
919 Third Avenue
New York, New York 10022
(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 17, 2017
(Date of Event which Requires
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 5 Pages)

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).

1	NAME OF REPORTING PERSON JANA PARTNERS LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☒	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 0%	
14	TYPE OF REPORTING PERSON IA	

This Amendment No. 2 (" Amendment No. 2 ") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the " SEC ") on April 10, 2017 (the " Original Schedule 13D "), as amended by Amendment No. 1 filed with the SEC on May 30, 2017 (" Amendment No. 1 " and together with the Original Schedule 13D and this Amendment No. 2, the " Schedule 13D ") with respect to the shares (" Shares ") of common stock, no par value, of Whole Foods Market, Inc., a Texas corporation (the " Issuer "). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 shall have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Items 2, 3, 5 and 7 as set forth below. This is the final amendment to the Schedule 13D and constitutes an "exit filing" for the Reporting Person.

Item 2. IDENTITY AND BACKGROUND.

Item 2 of the Schedule 13D are hereby amended and restated as follows:

(a) This statement is filed by JANA Partners LLC, a Delaware limited liability company (the " Reporting Person "). The Reporting Person is a private money management firm which holds Shares of the Issuer in various accounts under its management and control. The principal owner of the Reporting Person is Barry Rosenstein (" Mr. Rosenstein " or the " Principal ").

(b) The principal business address of the Reporting Person and the Principal is 767 Fifth Avenue, 8th Floor, New York, New York 10153.

(c) The principal business of the Reporting Person and the Principal is investing for accounts under their management.

(d) Neither the Reporting Person nor the Principal has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither the Reporting Person nor the Principal has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a limited liability company organized in Delaware. The Principal is a citizen of the United States of America.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D are hereby amended and restated as follows:

As of the close of business on the date hereof, the Reporting Person no longer may be deemed to beneficially own any Shares.

Item 5. INTEREST IN SECURITIES OF THE COMPANY.

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) – (b) As of the close of business on the date hereof, the Reporting Person no longer may be deemed to beneficially own any Shares.

The Reporting Person, Mr. Murphy, Ms. Dietz, Mr. Dickson, Ms. Adler and Mr. Bittman are no longer deemed to be a "group" for purposes of Section 13(d)(3) of the Exchange Act and Rule 13d-5(b)(1) promulgated thereunder. Therefore, the beneficial ownership reported in this Amendment No. 2 only includes the beneficial ownership of the Reporting Person.

(c) Information concerning transactions in the Shares effected by the Reporting Person since the filing of Amendment No. 1 is set forth in Exhibit E hereto and is incorporated herein by reference. All of the transactions in Shares listed hereto were effected in the open market through various brokerage entities.

(d) No person (other than the Reporting Person) is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

(e) July 18, 2017.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is being amended and supplemented by the addition of the following:

Exhibit E: Transactions in the Shares effected since the Filing of Amendment No. 1.

SIGNATURES

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.

Dated: July 19, 2017

JANA PARTNERS LLC

By: /s/ Jennifer Fanjiang
Name: Jennifer Fanjiang
Title: General Counsel

Transactions in the Shares of the Issuer since the Filing of Amendment No. 1

The following table sets forth all transactions in the Shares effected since the filing of Amendment No. 1. Except as noted below, all such transactions were effected in the open market through brokers and the price per share is net of commissions.

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
06/19/2017	(408,868)	43.51
06/19/2017	(200,000)	43.10
06/19/2017	(104,032)	43.12
06/19/2017	(287,100)	43.42
06/21/2017	(66,150)	43.09
06/21/2017	(433,850)	42.96
06/21/2017	(196,500)	43.19
06/21/2017	(303,500)	43.20
06/23/2017	(250,000)	43.70
06/23/2017	(100,000)	42.99
06/27/2017	(200,000)	42.66
06/28/2017	(250,000)	42.43
07/17/2017	(127,443)	42.00
07/17/2017	(7,000,000)	41.96
07/18/2017	(16,147,387)	41.66