

STARRETT PETER  
Form 4  
May 21, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
STARRETT PETER

(Last) (First) (Middle)

C/O BOOT BARN HOLDINGS, INC., 15345 BARRANCA PKWY

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Boot Barn Holdings, Inc. [BOOT]

3. Date of Earliest Transaction (Month/Day/Year)  
05/17/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 05/17/2018                           |  | M                              |   | 36,972  | A  | \$ 5.47                           |
| Common Stock                    | 05/17/2018                           |  | S <sup>(1)</sup>               |   | 36,972  | D  | \$ 23.25                          |
| Common Stock                    | 05/17/2018                           |  | M                              |   | 58,875  | A  | \$ 6                              |
| Common Stock                    | 05/17/2018                           |  | S <sup>(1)</sup>               |   | 58,875  | D  | \$ 23.25                          |
| Common Stock                    | 05/17/2018                           |  | M                              |   | 14,945  | A  | \$ 7.47                           |

Edgar Filing: STARRETT PETER - Form 4

|              |            |                  |        |   |          |        |   |
|--------------|------------|------------------|--------|---|----------|--------|---|
| Common Stock | 05/17/2018 | S <sup>(1)</sup> | 14,945 | D | \$ 23.25 | 0      | D |
| Common Stock | 05/17/2018 | M                | 39,250 | A | \$ 8     | 39,250 | D |
| Common Stock | 05/17/2018 | S <sup>(1)</sup> | 39,250 | D | \$ 23.25 | 0      | D |

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

**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.**

SEC 1474  
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options                                    | \$ 5.47  | 05/17/2018                           |  | M                              | 36,972  | <u>(2)</u> 12/20/2022                                    | Common Stock  | 36,972                        |
| Options                                    | \$ 6   | 05/17/2018                           |  | M                              | 58,875  | <u>(2)</u> 01/27/2022                                    | Common Stock  | 58,875                        |
| Options                                    | \$ 7.47  | 05/17/2018                           |  | M                              | 14,945  | <u>(2)</u> 12/20/2022                                    | Common Stock  | 14,945                        |
| Options                                    | \$ 8   | 05/17/2018                           |  | M                              | 39,250  | <u>(2)</u> 01/27/2022                                    | Common Stock  | 39,250                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| STARRETT PETER<br>C/O BOOT BARN HOLDINGS, INC.<br>15345 BARRANCA PKWY<br>IRVINE, CA 92618 | X             |           |         |       |

## Signatures

/s/ Peter Starrett

05/21/2018

\*\*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).
- (1) Reflects the sale of shares of common stock in the secondary offering of common stock of Boot Barn Holdings, Inc. that priced on May 17, 2018 and is expected to close on May 22, 2018.
- (2) The options were granted under the Company's 2011 Equity Incentive Plan and are fully vested and currently exercisable.

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.