

Boot Barn Holdings, Inc.
Form 4
June 10, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Grijalva Laurie Marie

(Last) (First) (Middle)

C/O BOOT BARN HOLDINGS,
INC., 15776 LAGUNA CANYON
ROAD

(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)

06/08/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Merchandising 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 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)
Common Stock	06/08/2015		M	19,625 A \$ 2	19,625	D	
Common Stock	06/08/2015		S ⁽¹⁾	19,625 D \$ 28.6059	0	D	
Common Stock	06/09/2015		A ⁽²⁾	1,908 A \$ 0	1,908	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 2	06/08/2015		M			19,625	<u>(3)</u>	01/27/2022	Common Stock	19,625
Options	\$ 28.82	06/09/2015		A			14,313	<u>(4)</u>	06/09/2023	Common Stock	14,313

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Grijalva Laurie Marie C/O BOOT BARN HOLDINGS, INC. 15776 LAGUNA CANYON ROAD IRVINE, CA 92618	Chief Merchandising Officer

Signatures

/s/ Laurie Marie Grijalva 06/10/2015

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Consists of shares underlying restricted stock units granted under the Company's 2014 Equity Incentive Plan, subject to vesting over a five-year period in equal annual installments on each anniversary of the grant date.
The Options were granted under the Company's 2011 Equity Incentive Plan. 19,625 of the Options vested and became exercisable on January 27, 2015, all of which were exercised on June 8, 2015. 19,625 of the remainder of the Options will become exercisable on each of January 27, 2016 and January 27, 2017.
- (3) The Options were granted under the Company's 2014 Equity Incentive Plan and are subject to vesting over a five-year period in equal annual installments on each anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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