

Boot Barn Holdings, Inc.  
Form 3  
October 29, 2014

**FORM 3**

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|                                                                                                                                                                                                                                                                                     |                                                                                       |                                                                                                  |                                                                                                                                                                                                 |                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â FS Equity Partners VI, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O FREEMAN SPOGLI &amp;<br/>CO.,Â 11100 SANTA MONICA<br/>BLVD., SUITE 1900</p> <p>(Street)</p> <p>LOS ANGELES,Â CAAÂ 90025</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/29/2014</p> | <p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>Boot Barn Holdings, Inc. [BOOT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director ____X__ 10% Owner<br/>____ Officer ____ Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|

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

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5)                 |
|------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| Common Stock                       | 17,750,000                                                  | I                                                                       | By FS Equity Partners VI, L.P.<br>and FS Affiliates VI, L.P. <sup>(1)</sup> |

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

SEC 1473 (7-02)

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information contained in this form are not  
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security | 4. Conversion<br>or Exercise | 5. Ownership<br>Form of | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|------------------------------|-------------------------|-------------------------------------------------------------|
|-----------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|------------------------------|-------------------------|-------------------------------------------------------------|

# Edgar Filing: Boot Barn Holdings, Inc. - Form 3

| Date<br>Exercisable | Expiration<br>Date | Title<br>(Instr. 4) | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---------------------------------------------------------------------------|
|                     |                    |                     |                                  |                                    |                                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                                           | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                          | Director      | 10% Owner | Officer | Other |
| FS Equity Partners VI, L.P.<br>C/O FREEMAN SPOGLI & CO.<br>11100 SANTA MONICA BLVD., SUITE 1900<br>LOS ANGELES, CA 90025 | Â             | Â X       | Â       | Â     |
| FS Capital Partners VI, LLC<br>C/O FREEMAN SPOGLI & CO.<br>11100 SANTA MONICA BLVD., SUITE 1900<br>LOS ANGELES, CA 90025 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Brad J.  
Brutocao

10/29/2014

Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

FS Capital Partners VI, LLC is the general partner of each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. the record holders of 17,026,725 and 723,275 shares, respectively. The general partner disclaims beneficial ownership of the shares held by each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. Each of Messrs. Brad J. Brutocao, Benjamin D. Geiger, Bradford M. Freeman, Todd W.

- (1) Halloran, Jon D. Ralph, John M. Roth, J. Frederick Simmons, Ronald P. Spogli and William M. Wardlaw is a managing member of FS Capital Partners VI, LLC and as such may be deemed to be a beneficial owner of the shares. Each of Messrs. Brutocao, Geiger, Freeman, Halloran, Ralph, Roth, Simmons, Spogli and Wardlaw disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest in them.

Â

### Remarks:

As a Managing Member of FS Capital Partners VI, LLC

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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