

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

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Grijalva Laurie Marie

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
06/08/2015

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Merchandising Officer

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

(Street)

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

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

IRVINE, CA 92618

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |  |
| Common Stock                    | 06/08/2015                           |  | M                              | 19,625 A \$ 2   | 19,625  | D  |  |
| Common Stock                    | 06/08/2015                           |  | S <sup>(1)</sup>               | 19,625 D \$ 28.6059   | 0   | D  |  |
| Common Stock                    | 06/09/2015                           |  | A <sup>(2)</sup>               | 1,908 A \$ 0  | 1,908   | 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

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Options                                    | \$ 2   | 06/08/2015                           |  | M                              | 19,625  | (3) 01/27/2022   | Common Stock  | 19,625                     |
| Options                                    | \$ 28.82   | 06/09/2015                           |  | A                              | 14,313  | (4) 06/09/2023   | Common Stock  | 14,313                     |

## Reporting Owners

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

## Signatures

/s/ Laurie Marie Grijalva  
06/10/2015  
Date

\*\*Signature of Reporting Person

## 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 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.
- (4) 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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