Boot Barn Holdings, Inc.
Form 424B7
May 17, 2018

Filed Pursuant to Rule 424(b)(7)
Registration No.: 333-221728

Subject to completion, dated May 17, 2018

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these shares and the selling stockholders are not soliciting offers to buy these shares in any jurisdiction where the offer or sale is not permitted.

Preliminary prospectus supplement
To prospectus dated December 12, 2017

7,211,813 shares

Common stock

This is a public offering of common stock of Boot Barn Holdings, Inc. The selling stockholders named in this prospectus supplement, some of whom are certain of our directors, officers and other affiliates, are selling 7,211,813 shares of our common stock, and we will not receive any proceeds from the sale of the shares by the selling stockholders.

Our common stock is listed on the New York Stock Exchange (the "NYSE") under the symbol "BOOT". On May 16, 2018, the last reported sale price of our common stock on the NYSE was $24.52 per share.

The underwriters have agreed to purchase shares of common stock from the selling stockholders at a price of $ per share, which will result in $ of aggregate proceeds to the selling stockholders before expenses. The underwriters may offer and sell or otherwise dispose of the common stock from time to time in one or more transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. See "Underwriting" for more information about how the underwriters may sell or otherwise dispose of their shares of common stock. We have agreed to pay for certain expenses related to the offering on behalf of the selling stockholders.

We are an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012, and therefore have elected to comply with certain reduced public company reporting requirements. See "Prospectus supplement summary Implications of being an emerging growth company".

Investing in our common stock involves risks. See "Risk factors" beginning on page S-7 of this prospectus supplement and page 13 of our Annual Report on Form 10-K for the fiscal year ended March 31, 2018, filed with the Securities and Exchange Commission (the "SEC") on May 16, 2018 (our "Form 10-K").

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful and complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares to purchasers on or about , 2018 through the book entry facilities of The Depository Trust Company.

J.P. Morgan **Jefferies**

Prospectus Supplement dated , 2018

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Prospectus supplement

Prospectus

This document has two parts, a prospectus supplement and an accompanying prospectus dated December 12, 2017. This prospectus supplement and the accompanying prospectus are part of a shelf registration statement that we filed with the SEC. Under the shelf registration process, the selling stockholders may offer and sell, from time to time, shares of our common stock in one or more offerings.

The accompanying prospectus provides you with a general description of the common stock. This prospectus supplement contains specific information about the terms of this offering of shares of common stock by the selling stockholders named in this prospectus supplement.

This prospectus supplement may also add to, update or change information contained in the accompanying prospectus or in any documents that we have incorporated by reference into the accompanying prospectus and, accordingly, to the extent inconsistent, information in the accompanying prospectus is superseded by the information in this prospectus supplement.

This prospectus supplement and the accompanying prospectus do not contain all of the information included in the registration statement. The registration statement filed with the SEC includes or incorporates by reference exhibits that provide more details about the matters discussed in this prospectus supplement and the accompanying prospectus. You should carefully read this prospectus supplement, the accompanying prospectus and the related exhibits filed with the SEC, together with the additional information described herein and in the accompanying prospectus under the headings "Where you can find more information" and "Incorporation of documents by reference".

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or contained in any free writing prospectus filed with the SEC. Neither we, the selling stockholders nor the underwriters have authorized anyone to provide you with additional information or information different from that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any free writing prospectus filed with the SEC. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give to you. The selling stockholders are offering to sell, and seeking offers to buy, our common stock only in jurisdictions where offers and sales are permitted. You should assume that information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate only as of the date on the front of this prospectus supplement or as of the date of the document incorporated by reference, as applicable, regardless of the time of delivery of this prospectus supplement or any free writing prospectus, or of any sale of our common stock.

For investors outside of the U.S.: neither we nor any of the underwriters have done anything that would permit this offering or possession or distribution of this prospectus supplement in any jurisdiction where action for that purpose is required, other than in the U.S. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus supplement outside of the U.S.

Special note regarding forward-looking statements

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical or current fact included in this annual report are forward-looking statements. Forward- looking statements refer to our current expectations and projections relating to, by way of example and without limitation, our financial condition, liquidity, profitability, results of operations, margins, plans, objectives, strategies, future performance, business and industry. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate", "estimate", "expect", "project", "plan", "intend", "believe", "may", "might", "will", "could", "should", "can have", "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events, but not all forward-looking statements contain these identifying words. For example, all statements we make relating to our estimated and projected earnings, revenues, costs, expenditures, cash flows, growth rates and financial results, our plans and objectives for future operations, growth or initiatives, strategies or the expected outcome or impact of pending or threatened litigation are forward-looking statements. We believe the risks attending any forward-looking statements include, but are not limited to, those described under "Risk factors" and include, among other things:

- risks related to levels of consumer spending and economic conditions;
- risks related to our ability to maintain and enhance a strong brand image and compete effectively;
- risks related to conditions in the foreign countries in which our products are manufactured and other risks of international trade;

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- risks related to our growth, including opening new stores in new and existing geographic markets;
- risks related to our distribution model;
- risks related to our dependence on third-party suppliers;
- risks related to our exclusive product offerings;
- risks related to retention of our key executive management and other talent required for our business, as well as costs related to wage and benefits;
- risks related to our indebtedness;
- risks related to our management information systems;
- risks relating to our e-commerce business;
- risks relating to the seasonality of our business;
- risks relating to celebrity endorsements of our products;
- risks related to intellectual property; and
- litigation costs and the outcomes of litigation.

We derive many of our forward-looking statements from our current operating budgets and forecasts, which are based upon detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. For these reasons, we caution readers not to place undue reliance on these forward-looking statements.

See the sections entitled "Risk factors" beginning on page S-7 of this prospectus supplement and page 13 of our Form 10-K for a more complete discussion of the risks and uncertainties mentioned above and for a discussion of other risks and uncertainties. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. All forward-looking statements attributable to us are expressly qualified in their entirety by these cautionary statements as well as others made in this prospectus supplement, the accompanying prospectus and in our other SEC filings and public communications. You should evaluate all forward-looking statements made by us in the context of these risks and uncertainties.

We caution you that the risks and uncertainties identified by us may not be all of the factors that are important to you. Furthermore, the forward-looking statements included in this prospectus supplement are made only as of the date hereof. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments that we may make. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Basis of presentation

We operate on a fiscal calendar that results in a 52- or 53-week fiscal year ending on the last Saturday of March, unless April 1 is a Saturday, in which case the fiscal year ends April 1. For ease of reference, we identify our fiscal year in this prospectus supplement by reference to the calendar year in which the fiscal year ends. This prospectus supplement contains references to fiscal 2016, fiscal 2017 and fiscal 2018, which represent our fiscal years ended March 26, 2016, April 1, 2017 and March 31, 2018, respectively. Fiscal 2016 and fiscal 2018 were 52-week periods; fiscal 2017 was a 53-week period. In a 52-week fiscal year, each quarter includes thirteen weeks of operations; in a 53-week fiscal year, the first, second and third quarters each include thirteen weeks of operations and the fourth quarter includes fourteen weeks of operations. Each quarter ends on the last Saturday of the 13-week period (or the 14-week period in a 53-week fiscal year).

As used in this prospectus supplement "GAAP" means U.S. generally accepted accounting principles.

Amounts presented in this prospectus supplement in millions are approximations of the actual amounts in that they have been rounded to the nearest one decimal place.

Unless the context requires otherwise, references in this prospectus supplement to "Boot Barn", the "Company", "we", "us" and "our" refer to Boot Barn Holdings, Inc. and its consolidated subsidiaries.

Trademarks and trade names

This prospectus supplement and the accompanying prospectus include our trademarks and trade names, such as "Boot Barn" and the names of our private brands, which are protected under applicable intellectual property laws and are our property. This prospectus supplement also contains trademarks, trade names and service marks of other companies, which are the property of their respective owners. Solely for convenience, trademarks, trade names and service marks referred to in this prospectus supplement and the accompanying prospectus may appear without the ®, TM or SM symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of any applicable licensor to these trademarks, trade names and service marks. We do not intend our use or display of other parties' trademarks, trade names or service marks to imply, and such use or display should not be construed to imply, a relationship with, or endorsement or sponsorship of us by, these other parties.

Industry and market data

Unless otherwise indicated, statements contained or incorporated by reference in this prospectus supplement concerning our industry and the markets in which we operate, including our general expectations and competitive position, business opportunity and market size, growth and share, are based on information from independent industry organizations and other third-party sources (including industry publications, surveys and forecasts), data from our internal research and management estimates. Management estimates are derived from publicly available information and the information and data referred to above, and are based on assumptions and calculations made by us based upon our interpretation of such information and data, and on our knowledge of our industry and the categories in which we operate, which we believe to be reasonable. Furthermore, the information and data referred to above are imprecise and may prove to be inaccurate because the information cannot always be verified with complete certainty due to the limitations on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. However, we are responsible for all of the disclosure in this prospectus supplement and believe it to be reasonable. Projections, assumptions, expectations, beliefs and estimates regarding our industry and the categories in which we operate and our future performance are also necessarily subject to risk and change based on various

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factors, including those discussed in the sections entitled "Risk factors" of this prospectus supplement and our Form 10-K.

Statements contained or incorporated by reference in this prospectus supplement regarding our competitive position, business opportunity and market size, growth and share in the U.S. are based on data that may not account for certain retailers. However, we believe that this data is a reasonable approximation of all relevant retailers, and we have no reason to believe that the inclusion of additional retailers in the data collection process would materially change the conclusions that we have drawn from this data. In addition, statements contained or incorporated by reference in this prospectus supplement regarding the characteristics and preferences of our customers are based on internal analyses of our customers that have not been independently verified. A broader sampling of our customers and different methodologies, among other variables, could lead to different results; however, we know of no better methodology for estimation, nor do we have any reason to believe that our consideration of additional or different survey data would materially change the conclusions that we have drawn from these surveys.

Same store sales

The term "same store sales" refers to net sales from stores that have been open at least 13 full fiscal months as of the end of the current reporting period, although we include or exclude stores from our calculation of same store sales in accordance with the following additional criteria:

- stores that are closed for five or fewer days in any fiscal month are included in same store sales;
- stores that are closed temporarily, but for more than five days in any fiscal month, are excluded from same store sales beginning in the fiscal month in which the temporary closure begins until the first full month of operation once the store re-opens;
- stores that are closed temporarily and relocated within their respective trade areas are included in same store sales;
- stores that are permanently closed are excluded from same store sales beginning in the month preceding closure; and
- acquired stores are added to same store sales beginning on the later of (a) the applicable acquisition date and (b) the first day of the first fiscal month after the store has been open for at least 13 full fiscal months regardless of whether the store has been operated under our management or predecessor management.

If the criteria described above are met, then all net sales of an acquired store, excluding those net sales before our acquisition of that store, are included for the period presented. However, when an acquired store is included for the period presented, the net sales of such acquired store for periods before its acquisition are included (to the extent relevant) for purposes of calculating "same store sales growth" and illustrating the comparison between the applicable periods. Pre-acquisition net sales numbers are derived from the books and records of the acquired company, as prepared prior to the acquisition, and have not been independently verified by us.

In addition to retail store sales, same store sales also includes e-commerce sales, e-commerce shipping and handling revenue and actual retail store or e-commerce sales returns. We exclude gift card escheatment, provision for sales returns and estimated future loyalty award redemptions from sales in our calculation of net sales per store. Beginning on September 11, 2017, the date of acquisition, sales from the four acquired

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Wood's Boots stores have been included in same store sales. Sales as a result of an e-commerce asset acquisition, such as Country Outfitter, are excluded from same store sales until the 13th full fiscal month subsequent to the Company's acquisition of such assets.

Measuring the change in year-over-year same store sales allows us to evaluate how our store base is performing. Numerous factors affect our same store sales, including:

- national and regional economic trends;
- our ability to identify and respond effectively to regional consumer preferences;
- changes in our product mix;
- changes in pricing;
- competition;
- changes in the timing of promotional and advertising efforts;
- holidays or seasonal periods; and
- weather.

We use the term "same store sales growth" to refer to the percentage change in our same store sales as compared to the prior comparable period. We believe that same store sales and same store sales growth provide investors with helpful information about our operating performance.

Opening new stores is an important part of our growth strategy, and we anticipate that a percentage of our net sales in the near future will come from stores not included in our same store sales calculation. Accordingly, same store sales are only one measure we use to assess the success of our business and growth strategy. Some of our competitors and other retailers may calculate "same" or "comparable" store sales differently than we do. As a result, data contained in or incorporated by reference in this prospectus supplement regarding our same store sales may not be comparable to similar data made available by other retailers.

Non-GAAP financial measures

EBITDA, Adjusted EBITDA and Adjusted EBIT are financial measures that are not calculated in accordance with GAAP. We define EBITDA as net income (loss) adjusted to exclude income tax expense (benefit), net interest expense and depreciation and intangible asset amortization. We define Adjusted EBITDA as EBITDA adjusted to exclude certain non-cash expenses, such as stock-based compensation and the non-cash accrual for future award redemptions, and other costs and expenses that are not directly related to our operations, including acquisition-related expenses, acquisition-related integration costs, amortization of inventory fair value adjustment, loss on disposal of assets and contract termination costs from store closures, store impairment charges and secondary offering costs. Similar to Adjusted EBITDA, Adjusted EBIT excludes the aforementioned adjustments while maintaining the impact of depreciation and amortization on our financial results. In this prospectus supplement, including information incorporated by reference, we present these non-GAAP measures together with a reconciliation of EBITDA, Adjusted EBITDA and Adjusted EBIT to our net income, the most directly comparable financial measure calculated and presented in accordance with GAAP. See "Prospectus supplement summary Summary consolidated financial and other data".

We include EBITDA, Adjusted EBITDA and Adjusted EBIT in this prospectus supplement because they are important financial measures that our management, board of directors and lenders use to assess our operating performance. We use EBITDA, Adjusted EBITDA and Adjusted EBIT as key performance measures because we believe that they facilitate operating performance comparisons from period to period by

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excluding potential differences primarily caused by the impact of variations from period to period in tax positions, interest expense and depreciation and amortization, as well as, in the case of Adjusted EBITDA and Adjusted EBIT, excluding non-cash expenses, such as non-cash stock-based compensation and the non-cash accrual for future award redemptions, and unusual or non-recurring costs and expenses that are not directly related to our operations, including acquisition expenses, acquisition-related integration and reorganization costs, amortization of inventory fair value adjustment, loss on disposal of assets and contract termination costs from store closures, secondary offering costs and other unusual or non-recurring expenses. Because EBITDA, Adjusted EBITDA and Adjusted EBIT facilitate internal comparisons of our historical operating performance on a more consistent basis, we also use EBITDA, Adjusted EBITDA and Adjusted EBIT (or some variations thereof) for business planning purposes, in calculating covenant compliance for our credit facilities, in determining incentive compensation for members of our management and in evaluating acquisition opportunities. In addition, we believe that EBITDA, Adjusted EBITDA and Adjusted EBIT and similar measures are widely used by investors, securities analysts, ratings agencies and other parties in evaluating companies in our industry as a measure of financial performance and debt-service capabilities.

Our use of EBITDA, Adjusted EBITDA and Adjusted EBIT has limitations as an analytical tool. Some of these limitations are:

- none of EBITDA, Adjusted EBITDA and Adjusted EBIT reflects income tax expense or the cash requirements to pay our taxes;
- none of EBITDA, Adjusted EBITDA and Adjusted EBIT reflects our cash expenditures for capital equipment, leasehold improvements or other contractual commitments;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and neither EBITDA nor Adjusted EBITDA reflects capital expenditure requirements for such replacements;
- none of EBITDA, Adjusted EBITDA and Adjusted EBIT reflects the interest expense or the cash requirements necessary to service interest or principal payments under our credit facilities; and
- none of EBITDA, Adjusted EBITDA and Adjusted EBIT reflects changes in, or cash requirements for, our working capital needs.

EBITDA, Adjusted EBITDA and Adjusted EBIT should not be considered in isolation or as alternatives to net income or any other measure of financial performance calculated and presented in accordance with GAAP. Given that EBITDA, Adjusted EBITDA and Adjusted EBIT are measures not deemed to be in accordance with GAAP and are susceptible to varying calculations, our EBITDA, Adjusted EBITDA and Adjusted EBIT may not be comparable to similarly titled measures of other companies, including companies in our industry, because other companies may calculate EBITDA, Adjusted EBITDA and Adjusted EBIT in a different manner than we calculate these measures.

In evaluating EBITDA, Adjusted EBITDA and Adjusted EBIT, you should be aware that in the future we may or may not incur expenses similar to some of the adjustments in this presentation. Our presentation of EBITDA, Adjusted EBITDA and Adjusted EBIT does not imply that our future results will be unaffected by these expenses or any unusual or non-recurring items. When evaluating our performance, you should consider EBITDA, Adjusted EBITDA and Adjusted EBIT alongside other financial performance measures, including our net income and other GAAP results, and not rely on any single financial measure.

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Prospectus supplement summary

This summary highlights information contained elsewhere in this prospectus supplement or incorporated by reference into this prospectus supplement and does not contain all of the information that you should consider in making your investment decision. Before investing in our common stock, you should carefully read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, including the sections entitled "Risk factors" of this prospectus supplement, our Form 10-K and our consolidated financial statements and related notes included in our Form 10-K and incorporated by reference herein.

Our company

We are the largest lifestyle retail chain devoted to western and work-related footwear, apparel and accessories in the U.S. With 226 stores in 31 states as of March 31, 2018, we have approximately three times as many stores as our nearest direct competitor that sells primarily western and work wear, and believe we have the potential to double our domestic store base. Our stores, which are typically freestanding or located in strip centers, average 11,400 square feet and feature a comprehensive assortment of brands and styles, coupled with attentive, knowledgeable store associates.

Our product offering is anchored by an extensive selection of western and work boots and is complemented by a wide assortment of coordinating apparel and accessories. Many of the items that we offer are basics or necessities for our customers' daily lives and typically represent enduring styles that are not meaningfully impacted by changing fashion trends. Accordingly, approximately 70% of our store inventory is kept in stock through automated replenishment programs. The vast majority of our merchandise in stores, on bootbarn.com and countryoutfitter.com is sold at full price and is not subject to typical inventory markdowns. Sheplers E-commerce is more promotional and offers a greater assortment of products at discounted prices. Our boot selection, which comprises approximately one-third of each store's selling square footage space, is merchandised on self-service fixtures with western boots arranged by size and work boots arranged by brand. This allows us to display the full breadth of our inventory and deliver a convenient shopping experience. We also carry market-leading assortments of denim, western shirts, cowboy hats, belts and belt buckles, western-style jewelry and accessories. Our western assortment includes many of the industry's most sought-after brands, such as Ariat, Dan Post, Justin, Lucchese, Miss Me, Montana Silversmiths, Stetson, Resistol and Wrangler. Our work assortment includes rugged footwear, outerwear, overalls, denim and shirts for the most physically demanding jobs where durability, performance and protection matter, including safety-toe boots and flame-resistant and high-visibility clothing. Among the top work brands sold in our stores are Carhartt, Georgia Boot, Timberland Pro and Wolverine. Our merchandise is also available on our e-commerce websites, www.bootbarn.com, www.sheplers.com and www.countryoutfitter.com.

Our corporate information

Our principal executive offices are located at 15345 Barranca Parkway, Irvine, California, 92618 and our telephone number is (949) 453-4400. Our website address is www.bootbarn.com. Except as expressly stated herein, the information contained on our website is not incorporated by reference into this prospectus supplement or the accompanying prospectus, and you should not consider any information contained on, or that can be accessed through, our website as part of this prospectus supplement or the accompanying prospectus, or in deciding whether to purchase our common stock. See "Incorporation of documents by reference".

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Implications of being an emerging growth company

We are an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012, which we refer to as the "JOBS Act". We will remain an emerging growth company until the earlier of (1) the last day of our fiscal year (a) following October 29, 2019 (the fifth anniversary of the completion of our initial public offering), (b) in which we have total annual gross revenue of at least $1.0 billion, or (c) in which we are deemed to be a large accelerated filer, which means the market value of our common stock that is held by non-affiliates exceeds $700.0 million as of the last business day of our most recently completed second fiscal quarter, and (2) the date on which we have issued more than $1.0 billion in non-convertible debt securities during the prior three-year period.

An emerging growth company may take advantage of specified reduced reporting and other burdens that are otherwise applicable generally to public companies. These provisions include:

- exemption from the provisions of Section 404(b) of the Sarbanes-Oxley Act of 2002, which we refer to as the "Sarbanes-Oxley Act", requiring that an independent registered public accounting firm provide an attestation report on the effectiveness of our internal controls over financial reporting;

- exemption from the "say on pay" and "say on golden parachute" advisory vote requirements of the Dodd-Frank Wall Street Reform and Customer Protection Act, which we refer to as the "Dodd-Frank Act";

- exemption from certain disclosure requirements of the Dodd-Frank Act relating to compensation of our executive officers and permission to omit the detailed compensation discussion and analysis from proxy statements and reports filed under the Securities Exchange Act of 1934, as amended, which we refer to as the "Exchange Act"; and

- permission to provide a reduced level of disclosure concerning executive compensation and exemption from any rules that may be adopted by the Public Company Accounting Oversight Board requiring mandatory audit firm rotations or a supplement to the auditor's report on the financial statements.

We cannot predict if investors will find our common stock less attractive, or if taking advantage of these exemptions would result in less active trading or more volatility in the price of our common stock.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended, which we refer to as the "Securities Act", for complying with new or revised accounting standards. However, we have chosen to "opt out" of such extended transition period, and as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

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The offering

Common stock offered by the selling stockholders	7,211,813 shares
Common stock outstanding before this offering	27,476,196 shares
Common stock to be outstanding immediately after this offering (giving effect to the exercise of 190,042 stock options by certain selling stockholders)	27,666,238 shares
Use of proceeds	The selling stockholders will receive all of the proceeds, after deducting underwriting discounts, from this offering. We will not receive any proceeds from this offering. Certain of the selling stockholders will exercise stock options to purchase all or a portion of the shares they are offering hereby. The proceeds we receive from these stock option exercises will be used by us for general corporate purposes.
Risk factors	See "Risk factors" on page S-7 and page 13 of our Form 10-K and the other information contained or incorporated by reference in this prospectus supplement for a discussion of factors you should carefully consider before you decide to invest in our common stock.
Listing and symbol	Our common stock is listed on the NYSE, under the symbol "BOOT".

In connection with this offering, certain of the selling stockholders will exercise 190,042 stock options to acquire 190,042 newly-issued shares of common stock to be sold in this offering.

The number of shares outstanding immediately after this offering is based on 27,476,196 shares of common stock outstanding as of May 16, 2018 and the shares of common stock to be issued and outstanding upon the exercise of the stock options referred to above, and excludes:

- 1,155,521 shares of our common stock issuable upon the exercise of options outstanding under our 2014 Equity Incentive Plan at a weighted average exercise price of $12.11;

- 740,316 shares of our common stock issuable upon the exercise of options outstanding under our 2011 Equity Incentive Plan at a weighted average exercise price of $8.54; and

- 221,218 shares of our common stock issuable upon the vesting of restricted stock units outstanding under our 2014 Equity Incentive Plan.

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Summary consolidated financial and other data

The following tables summarize our consolidated financial and other data as of and for the periods indicated. We have derived the summary consolidated statement of operations data for the fiscal years ended March 31, 2018, April 1, 2017 and March 26, 2016, and the consolidated balance sheet data as of March 31, 2018 and April 1, 2017 from the audited consolidated financial statements included in our Form 10-K and incorporated by reference herein.

You should read the following summary consolidated financial and other data together with the section entitled "Capitalization" of this prospectus supplement and the sections entitled "Management's discussion and analysis of financial condition and results of operations" and the consolidated financial statements, condensed consolidated financial statements and related notes included in our Form 10-K, and incorporated by reference herein.

(in thousands, except per share and selected store data)	**Year ended March 31, 2018**	**Year ended April 1, 2017(1)**	**Year ended March 26, 2016(1)**
Consolidated Statement of Operations Data:			
Net sales	$ 677,949	$ 629,816	$ 569,020
Cost of goods sold	470,034	439,930	396,317
Amortization of inventory fair value adjustment			(500)
Total cost of goods sold	470,034	439,930	395,817
Gross profit	207,915	189,886	173,203
Operating expenses:			
Selling, general and administrative expenses	161,660	152,068	142,078
Acquisition-related expenses(2)			891
Total operating expenses	161,660	152,068	142,969
Income from operations	46,255	37,818	30,234
Interest expense, net	15,076	14,699	12,923
Income before income taxes	31,179	23,119	17,311
Income tax expense	2,300	8,922	7,443
Net income	28,879	14,197	9,868