

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â STARRETT PETER | | (Month/Day/Year) | Boot Barn Holdings, Inc. [BOOT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/29/2014 | | |
| C/O BOOT BARN HOLDINGS, INC.,Â 15776 LAGUNA CANYON ROAD | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| IRVINE,Â CAÂ 92618 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 175,000 | I | By Trust ⁽¹⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Options | Â <u>(2)</u> | 01/27/2022 | Common Stock | 39,250 | \$ 4 | D | Â |
| Options | Â <u>(2)</u> | 01/27/2022 | Common Stock | 39,250 | \$ 8 | D | Â |
| Options | Â <u>(2)</u> | 12/20/2022 | Common Stock | 14,945 | \$ 7.47 | D | Â |
| Options | Â <u>(2)</u> | 12/20/2022 | Common Stock | 14,945 | \$ 11.21 | D | Â |
| Options | Â <u>(3)</u> | 01/27/2022 | Common Stock | 58,875 | \$ 2 | D | Â |
| Options | Â <u>(3)</u> | 01/27/2022 | Common Stock | 58,875 | \$ 6 | D | Â |
| Options | Â <u>(4)</u> | 12/20/2022 | Common Stock | 59,780 | \$ 5.47 | D | Â |
| Options | Â <u>(4)</u> | 12/20/2022 | Common Stock | 59,780 | \$ 9.21 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STARRETT PETER C/O BOOT BARN HOLDINGS, INC. 15776 LAGUNA CANYON ROAD IRVINE, CA 92618 | Â X | Â | Â | Â |

Signatures

/s/ Peter Starrett 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).
- (1) By Peter Starrett as trustee of The Starrett Family Trust, Dated April 11, 1999.
- (2) The Options were granted under the Company's 2011 Equity Incentive Plan and are fully vested.
- (3) The Options were granted under the Company's 2011 Equity Incentive Plan. 19,625 of these Options will become exercisable on each of January 27, 2015, January 27, 2016 and January 27, 2017.
- (4) The Options were granted under the Company's 2011 Equity Incentive Plan. 14,945 of these Options will become exercisable on each of December 20, 2014, December 20, 2015, December 20, 2016 and December 20, 2017.

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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