

Boot Barn Holdings, Inc.
Form 4
June 05, 2015

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

OMB APPROVAL

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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 *
Conroy James Grant

(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)
06/03/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 06/03/2015 | | M | | | 59,790 | \$ 5.47 | 59,790 | D | |
| Common Stock | 06/03/2015 | | S ⁽¹⁾ | | | 59,790 | \$ 26.1773 | 0 | D | |
| Common Stock | 06/03/2015 | | M | | | 3,210 | \$ 7.47 | 3,210 | D | |
| Common Stock | 06/03/2015 | | S ⁽¹⁾ | | | 3,210 | \$ 26.1773 | 0 | D | |
| Common Stock | 06/04/2015 | | M | | | 31,500 | \$ 7.47 | 31,500 | D | |

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Common Stock 06/04/2015 S⁽¹⁾ 31,500 D \$ 25.6469 0 D

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 5.47 | 06/03/2015 | | M | 59,790 | ⁽²⁾ 12/20/2022 | Common Stock | 59,790 |
| Options | \$ 7.47 | 06/03/2015 | | M | 3,210 | ⁽³⁾ 12/20/2022 | Common Stock | 3,210 |
| Options | \$ 7.47 | 06/04/2015 | | M | 31,500 | ⁽³⁾ 12/20/2022 | Common Stock | 31,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Conroy James Grant C/O BOOT BARN HOLDINGS, INC. 15776 LAGUNA CANYON ROAD IRVINE, CA 92618 | X | | President and CEO | |

Signatures

/s/ James Grant 06/05/2015
Conroy

**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.

The Options were granted under the Company's 2011 Equity Incentive Plan. 59,790 of the Options vested and became exercisable on

(2) December 20, 2014, all of which are were exercised on June 3, 2015. 59,790 of the remainder of the Options will become exercisable on each of December 20, 2015, December 20, 2016 and December 20, 2017.

(3) The Options were granted under the Company's 2011 Equity Incentive Plan and are fully vested and presently exercisable.

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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