

FS Capital Partners VI, LLC
 Form 4
 January 19, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 FS Capital Partners VI, LLC

(Last) (First) (Middle)

C/O FREEMAN SPOGLI &
 CO., 11100 SANTA MONICA
 BLVD., SUITE 1900

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/17/2018

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) ___X___ Other (specify below)
 Less than 10% owner

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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 01/17/2018 | | S ⁽¹⁾ | 6,413,616 D | \$ 17.25 7,021,771 | I | By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. ⁽²⁾ |

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

SEC 1474 (9-02)

Edgar Filing: FS Capital Partners VI, LLC - Form 4

- Reflects the sale of 6,152,275 shares of common stock by FS Equity Partners VI, L.P. and 261,341 shares of common stock by FS
- (1) Affiliates VI, L.P. in the secondary offering of common stock of Boot Barn Holdings, Inc. that priced on January 17, 2018 and is expected to close on January 22, 2018.

- 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 holder of 6,735,648 and 286,123 shares, respectively. The general partners disclaim beneficial ownership of the shares held by each of FS Equity
- (2) Partners VI, L.P. and FS Affiliates VI, L.P. Each of Messrs. James Frederick Simmons and Brad Brutocao is a director of the issuer and 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. Simmons and Brutocao disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest in them.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.