

Ulta Salon, Cosmetics & Fragrance, Inc.

Form 8-K

October 17, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 11, 2011**

**ULTA SALON, COSMETICS &**  
**FRAGRANCE, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

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**Delaware**  
(State or Other Jurisdiction)

**001-33764**  
(Commission

**36-3685240**  
(IRS Employer

of Incorporation)

File Number)  
**1000 Remington Blvd., Suite 120**

Identification No.)

**Bolingbrook, Illinois 60440**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(630) 410-4800**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On October 13, 2011, Carl S. Rubin, a member of the board of directors of Ulta Salon, Cosmetics & Fragrance, Inc. (the Company) and its President and Chief Executive Officer, established a plan (a 10b5-1 Plan) under Rule 10b5-1 of the Securities and Exchange Act of 1934, as amended (the Exchange Act). On October 11, 2011, Gregg R. Bodnar, the Chief Financial Officer of the Company, also established a 10b5-1 Plan. Rule 10b5-1 enables security holders to adopt pre-arranged stock trading plans for the purchase or sale of predetermined amounts of securities on a non-discretionary basis when they do not possess material, non-public information. Each of Mr. Rubin and Mr. Bodnar will disclose the details of any actual sales under their respective 10b5-1 Plan through Form 4 and Form 144 filings with the Securities and Exchange Commission.

The information in this report is intended to be furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ULTA SALON, COSMETICS & FRAGRANCE, INC.

Date: October 17, 2011

By: /s/ Robert S. Guttman  
Robert S. Guttman  
Senior Vice President, General Counsel and Secretary