

STARRETT PETER

Form 4

January 19, 2018

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STARRETT PETER

(Last) (First) (Middle)

**C/O BOOT BARN HOLDINGS,
INC., 15345 BARRANCA PKWY**

(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)

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) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/17/2018		S ⁽¹⁾	135,486 D	\$ 17.25 55,967	I	By Trust (2)
Common Stock	01/17/2018		M	58,875 A	\$ 2 58,875	D	
Common Stock	01/17/2018		S ⁽¹⁾	58,875 D	\$ 17.25 0	D	
Common Stock	01/17/2018		M	39,250 A	\$ 4 39,250	D	
Common Stock	01/17/2018		S ⁽¹⁾	39,250 D	\$ 17.25 0	D	

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Common Stock	01/17/2018	M	22,808	A	\$ 5.47	22,808	D
Common Stock	01/17/2018	S ⁽¹⁾	22,808	D	\$ 17.25	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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 2	01/17/2018		M		58,875		<u>(3)</u>	01/27/2022	Common Stock	58,875
Options	\$ 4	01/17/2018		M		39,250		<u>(3)</u>	01/27/2022	Common Stock	39,250
Options	\$ 5.47	01/17/2018		M		22,808		<u>(3)</u>	12/20/2022	Common Stock	22,808

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STARRETT PETER C/O BOOT BARN HOLDINGS, INC. 15345 BARRANCA PKWY IRVINE, CA 92618	X

Signatures

/s/ Peter Starrett 01/19/2018

**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) Reflects the sale of shares of common stock 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.
- (2) By Peter Starrett of The Starrett Family Trust, Dated April 11, 1999. Includes 5,967 shares transferred by Mr. Starrett to the trust following the vesting of previously awarded restricted stock units.
- (3) The options were granted under the Company's 2011 Equity Incentive Plan and are fully vested and currently 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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