

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

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O FREEMAN SPOGLI & CO., 11100 SANTA MONICA BLVD., SUITE 1900
 (Street)

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

____ Director
 ____ Officer (give title below) Other (specify below)
 Less than 10% owner

LOS ANGELES, CA 90025

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) 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)

required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FS Capital Partners VI, LLC
C/O FREEMAN SPOGLI & CO.
11100 SANTA MONICA BLVD., SUITE 1900
LOS ANGELES, CA 90025

Less than 10% owner

FS Equity Partners VI, L.P.
C/O FREEMAN SPOGLI & CO.
11100 SANTA MONICA BLVD., SUITE 1900
LOS ANGELES, CA 90025

X

Signatures

/s/ Brad
Brutocao 01/19/2018

**Signature of Reporting Person Date

/s/ Brad
Brutocao 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).

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- 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.

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