Boot Barn Holdings, Inc. Form 4 June 02, 2015

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad Grijalva Lau	*	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Boot Barn Holdings, Inc. [BOOT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O BOOT BARN HOLDINGS, INC., 15776 LAGUNA CANYON ROAD			(Month/Day/Year) 06/01/2015	Director 10% Owner _X Officer (give title Other (specify below) Chief Merchandising Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
IRVINE, CA	92618		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (	` ′	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)
Common	06/01/2015		Code V	Amount	(D)	Price	· ·	D	
Stock	00/01/2013		M	16,125		\$ 0.0016	,	D	
Common Stock	06/01/2015		S(1)	16,125	D	\$ 25.7233	0	D	
Common Stock	06/01/2015		M	20,000	A	\$ 4	20,000	D	
Common Stock	06/01/2015		S <u>(1)</u>	20,000	D	\$ 25.7233	0	D	

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

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SEC 1474 (9-02)

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# 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 0.0016	06/01/2015		M	16,125	(2)	03/24/2018	Common Stock	16,125
Options	\$ 4	06/01/2015		M	20,000	(3)	01/27/2022	Common Stock	20,000

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

Grijalva Laurie Marie C/O BOOT BARN HOLDINGS, INC. 15776 LAGUNA CANYON ROAD IRVINE, CA 92618

Chief Merchandising Officer

### **Signatures**

/s/ Laurie Marie Grijalva 06/02/2015

\*\*Signature of Reporting 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.
- (2) The Options were granted under the Company's 2007 Stock Incentive Plan and are fully vested and presently exercisable.
- (3) The Options were granted under the Company's 2011 Stock 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. 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.

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