

Conroy James Grant
Form 4
June 04, 2018

FORM 4

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

OMB APPROVAL

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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 *
Conroy James Grant

(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)
05/31/2018

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/31/2018 | | M | | 597 | A | \$ 5.47 |
| Common Stock | 05/31/2018 | | S ⁽¹⁾ | | 597 | D | 23.9658 |
| Common Stock | 05/31/2018 | | M | | 28,569 | A | \$ 7.11 |
| Common Stock | 05/31/2018 | | S ⁽¹⁾ | | 28,569 | D | 23.8713 |
| | 05/31/2018 | | M | | 3,080 | A | \$ 7.47 |

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| | | | | | | | |
|--------------|------------|------------------|---------|---|-------------------|---------|---|
| Common Stock | | | | | | | |
| Common Stock | 05/31/2018 | S ⁽¹⁾ | 3,080 | D | \$ 23.8764 (2) | 41,295 | D |
| Common Stock | 05/31/2018 | M | 119,580 | A | \$ 9.21 | 160,875 | D |
| Common Stock | 05/31/2018 | S ⁽¹⁾ | 119,580 | D | \$ 23.87 (3) | 41,295 | D |
| Common Stock | 05/31/2018 | M | 119,580 | A | \$ 9.21 | 160,875 | D |
| Common Stock | 05/31/2018 | S ⁽¹⁾ | 119,580 | D | \$ 23.8701 (4) | 41,295 | D |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options | \$ 5.47 | 05/31/2018 | | M | 597 | (5) | 12/20/2022 | Common Stock | 597 |
| Options | \$ 7.11 | 05/31/2018 | | M | 28,569 | (6) | 05/20/2024 | Common Stock | 28,569 |
| Options | \$ 7.47 | 05/31/2018 | | M | 3,080 | (5) | 12/20/2022 | Common Stock | 3,080 |
| Options | \$ 9.21 | 05/31/2018 | | M | 239,160 | (5) | 12/20/2022 | Common Stock | 239,160 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Conroy James Grant
C/O BOOT BARN HOLDINGS, INC. X Chief Executive Officer
15345 BARRANCA PKWY
IRVINE, CA 92618

Signatures

/s/ James Grant 06/04/2018
Conroy

 Signature of Reporting Date
Person

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) All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
Reflects the weighted average price of sales on May 31, 2018. The shares were sold in multiple transactions at prices ranging from \$23.55 to \$24.55, inclusive. The reporting person undertakes to provide to Boot Barn Holdings, Inc., any security holder of Boot Barn Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (2) Reflects the weighted average price of sales on May 31, 2018. The shares were sold in multiple transactions at prices ranging from \$23.53 to \$24.55, inclusive. The reporting person undertakes to provide to Boot Barn Holdings, Inc., any security holder of Boot Barn Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (3) Reflects the weighted average price of sales on May 31, 2018. The shares were sold in multiple transactions at prices ranging from \$23.52 to \$24.55, inclusive. The reporting person undertakes to provide to Boot Barn Holdings, Inc., any security holder of Boot Barn Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (4) The options were granted under the Company's 2011 Equity Incentive Plan and are fully vested and currently exercisable.
- (5) The options were granted under the Company's 2014 Equity Incentive Plan and are fully vested and currently exercisable.
- (6)

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.