

Grijalva Laurie Marie
 Form 4
 September 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 *
 Grijalva Laurie Marie

(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)
 08/30/2018

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 Merchandise 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/30/2018 | | M | | 9,813 A \$ 6 | 18,327 | D |
| Common Stock | 08/30/2018 | | S | | 9,813 D \$ 29.9 | 8,514 | D |
| Common Stock | 08/30/2018 | | M | | 3,375 A \$ 6.15 | 11,889 | D |
| Common Stock | 08/30/2018 | | S | | 3,375 D \$ 29.9 | 8,514 | D |
| Common Stock | 08/30/2018 | | M | | 8,200 A \$ 7.11 | 16,714 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|---------|--------|---|
| Common Stock | 08/30/2018 | S | 8,200 | D | \$ 29.9 | 8,514 | D |
| Common Stock | 08/30/2018 | M | 19,625 | A | \$ 8 | 28,139 | D |
| Common Stock | 08/30/2018 | S | 19,625 | D | \$ 29.9 | 8,514 | D |
| Common Stock | 08/30/2018 | S | 766 | D | \$ 29.9 | 7,748 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 6 | 08/30/2018 | | M | 9,813 | <u>(2)</u> 01/27/2022 | Common Stock | 9,813 |
| Options | \$ 6.15 | 08/30/2018 | | M | 3,375 | <u>(1)</u> 06/05/2025 | Common Stock | 3,375 |
| Options | \$ 7.11 | 08/30/2018 | | M | 8,200 | <u>(1)</u> 05/20/2024 | Common Stock | 8,200 |
| Options | \$ 8 | 08/30/2018 | | M | 19,625 | <u>(2)</u> 01/27/2022 | Common Stock | 19,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|--|---------------|-----------|---------------------------|
| | Director | 10% Owner | Officer |
| Grijalva Laurie Marie C/O BOOT BARN HOLDINGS, INC. 15345 BARRANCA PKWY | | | Chief Merchandise Officer |

IRVINE, CA 92618

Signatures

/s/ Laurie Marie
Grijalva

09/04/2018

__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) The options were granted under the Company's 2014 Equity Incentive Plan and are fully vested and currently exercisable.

(2) 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. 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.