

BETTINELLI GREG  
Form 4  
May 21, 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 \*  
**BETTINELLI GREG**

(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)  
**05/17/2018**

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/17/2018		M		6,972	A	\$ 4 6,972
Common Stock	05/17/2018		S <sup>(1)</sup>		6,972	D	\$ 23.25 0
Common Stock	05/17/2018		M		29,445	A	\$ 6 29,445
Common Stock	01/17/2018		S <sup>(1)</sup>		29,445	D	\$ 23.25 0
Common Stock	05/17/2018		M		3,583	A	\$ 8 3,583

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Common Stock      05/17/2018      S<sup>(1)</sup>      3,583      D      \$ 23.25      0      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)	8. Amount or Number of Shares
Options	\$ 4	05/17/2018		M	6,972	<sup>(2)</sup> 01/27/2022	Common Stock	6,972
Options	\$ 6	05/17/2018		M	29,445	<sup>(2)</sup> 01/27/2022	Common Stock	29,445
Options	\$ 8	05/17/2018		M	3,583	<sup>(2)</sup> 01/27/2022	Common Stock	3,583

## Reporting Owners

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

## Signatures

/s/ Greg Bettinelli      05/21/2018

\*\*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 May 17, 2018 and is expected to close on May 22, 2018.
- (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.