

Grijalva Laurie Marie
 Form 4
 April 26, 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)
 06/09/2016

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 | (A) or (D) | Price |
| Common Stock | 06/09/2016 | | F(1) | | 141 | D | \$ 8.68 |
| | | | | | | | 241 (1) |
| Common Stock | 05/20/2017 | | F(2) | | 241 | D | \$ 7.98 |
| | | | | | | | 560 (2) |
| Common Stock | 06/09/2017 | | F(3) | | 141 | D | \$ 6.57 |
| | | | | | | | 801 (3) |
| Common Stock | | | | | | | 5,924 (4) |
| Common Stock | 04/24/2018 | | M | | 8,311 | A | \$ 6 |
| | | | | | | | 15,036 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-------|--------|---|
| Common Stock | 04/24/2018 | S ⁽⁵⁾ | 8,311 | D | \$ 20 | 6,725 | D |
| Common Stock | 04/25/2018 | M | 10,495 | A | \$ 6 | 17,220 | D |
| Common Stock | 04/25/2018 | S ⁽⁵⁾ | 10,495 | D | \$ 20 | 6,725 | D |
| Common Stock | 04/26/2018 | M | 20,444 | A | \$ 6 | 27,169 | D |
| Common Stock | 04/26/2018 | S ⁽⁵⁾ | 20,444 | D | \$ 20 | 6,725 | 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 | 04/24/2018 | | M | 8,311 | <u>(6)</u> 01/27/2022 | Common Stock | 8,311 |
| Options | \$ 6 | 04/25/2018 | | M | 10,495 | <u>(6)</u> 01/27/2022 | Common Stock | 10,495 |
| Options | \$ 6 | 04/26/2018 | | M | 20,444 | <u>(6)</u> 01/27/2022 | Common Stock | 20,444 |

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

04/26/2018

__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) On June 9, 2016, in connection with the vesting of shares underlying 382 previously disclosed restricted stock units, the issuer withheld 141 shares of common stock to satisfy withholding taxes due in connection with such vesting. Such shares had a market value of \$8.68 per share, the closing price of the common stock on the vesting date. Consists of the number of shares of common stock held by the reporting person as of June 9, 2016, including the shares awarded in connection with such vesting, but excluding any shares of common stock subject to further vesting conditions.

(2) On May 20, 2017, in connection with the vesting of shares underlying 560 previously disclosed restricted stock units, the issuer withheld 241 shares of common stock to satisfy withholding taxes due in connection with such vesting. Such shares had a market value of \$7.98 per share, the closing price of the common stock on the first trading day following the vesting date. Consists of the number of shares of common stock held by the reporting person as of May 20, 2017, including the shares awarded in connection with such vesting, but excluding any shares of common stock subject to further vesting conditions.

(3) On June 9, 2017, in connection with the vesting of shares underlying 382 previously disclosed restricted stock units, the issuer withheld 141 shares of common stock to satisfy withholding taxes due in connection with such vesting. Such shares had a market value of \$6.57 per share, the closing price of the common stock on the vesting date. Consists of the number of shares of common stock held by the reporting person as of June 9, 2017, including the shares awarded in connection with such vesting, but excluding any shares of common stock subject to further vesting conditions.

(4) Consists of the number of shares of common stock underlying previously disclosed restricted stock units held by the reporting person as of April 26, 2018 that remain subject to time-based vesting.

(5) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(6) 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.

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