

Hackman Gregory V.
Form 4
May 23, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hackman Gregory V.

(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)

05/20/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	05/20/2017		F(1)	266 D \$ 7.98	24,101 (1)	D	
Common Stock	06/09/2017		F(2)	64 D \$ 6.57	26,577 (2)	D	
Common Stock	05/20/2018		F(3)	236 D \$ 23.83	21,181 (3)	D	
Common Stock					5,160 (4)	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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hackman Gregory V.
C/O BOOT BARN HOLDINGS, INC.
15345 BARRANCA PKWY
IRVINE, CA 92618

Chief Financial Officer

Signatures

/s/ Gregory V.
Hackman 05/23/2018

**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).

- On May 20, 2017, in connection with the vesting of shares underlying 700 previously disclosed restricted stock units, the issuer withheld 266 shares of common stock to satisfy withholding taxes due in connection with such vesting. Such shares had a market value of \$7.98
- (1) 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, as well as shares acquired in previously disclosed open market purchases, and 3,493 shares of common stock subject to further vesting conditions.
- (2) On June 9, 2017, in connection with the vesting of shares underlying 173 previously disclosed restricted stock units, the issuer withheld 64 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, as well as shares acquired in previously

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disclosed open market purchases, and 5,860 shares of common stock subject to further vesting conditions.

On May 20, 2018, in connection with the vesting of shares underlying 700 previously disclosed restricted stock units, the issuer withheld 236 shares of common stock to satisfy withholding taxes due in connection with such vesting. Such shares had a market value of \$23.83

(3) 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, 2018, including the shares awarded in connection with such vesting, as well as shares acquired in previously disclosed open market purchases, but excluding any shares of common stock subject to further vesting conditions. See Note 4 below.

(4) Consists of the number of shares of common stock underlying previously disclosed restricted stock units held by the reporting person as of May 23, 2018 that remain subject to time-based vesting.

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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