

Conroy James Grant  
Form 4  
June 04, 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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)
Common Stock	05/31/2018		M	597	A \$ 5.47	41,892	D
Common Stock	05/31/2018		S <sup>(1)</sup>	597	D \$ 23.9658	41,295	D
Common Stock	05/31/2018		M	28,569	A \$ 7.11	69,864	D
Common Stock	05/31/2018		S <sup>(1)</sup>	28,569	D \$ 23.8713	41,295	D
	05/31/2018		M	3,080	A \$ 7.47	44,375	D

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Common  
Stock

Common Stock	05/31/2018	S <sup>(1)</sup>	3,080	D	\$ 23.8764 <sup>(2)</sup>	41,295	D
Common Stock	05/31/2018	M	119,580	A	\$ 9.21	160,875	D
Common Stock	05/31/2018	S <sup>(1)</sup>	119,580	D	\$ 23.87 <sup>(3)</sup>	41,295	D
Common Stock	05/31/2018	M	119,580	A	\$ 9.21	160,875	D
Common Stock	05/31/2018	S <sup>(1)</sup>	119,580	D	\$ 23.8701 <sup>(4)</sup>	41,295	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options	\$ 5.47	05/31/2018		M	597	<sup>(5)</sup> 12/20/2022	Common Stock 597
Options	\$ 7.11	05/31/2018		M	28,569	<sup>(6)</sup> 05/20/2024	Common Stock 28,569
Options	\$ 7.47	05/31/2018		M	3,080	<sup>(5)</sup> 12/20/2022	Common Stock 3,080
Options	\$ 9.21	05/31/2018		M	239,160	<sup>(5)</sup> 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.

(3) 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.

(4) 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.

(5) The options were granted under the Company's 2011 Equity Incentive Plan and are fully vested and currently exercisable.

(6) The options were granted under the Company's 2014 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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