

Conroy James Grant  
Form 4  
August 14, 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 \*  
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)  
08/14/2018

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 08/14/2018                           |  | M                              |   | 25,302  | A  | \$ 6.15   |
|                                 |                                      |  |                                |   |   |  | 64,515  |
| Common Stock                    | 08/14/2018                           |  | S                              |   | 25,302  | D  | \$ 27.6728  |
|                                 |                                      |  |                                |   |   |  | <u>(1)</u>  |
| Common Stock                    | 08/14/2018                           |  | M                              |   | 28,568  | A  | \$ 7.11   |
|                                 |                                      |  |                                |   |   |  | 67,781  |
| Common Stock                    | 08/14/2018                           |  | S                              |   | 28,568  | D  | \$ 27.6728  |
|                                 |                                      |  |                                |   |   |  | <u>(1)</u>  |
|                                 | 08/14/2018                           |  | M                              |   | 45,000  | A  | \$ 11.21  |
|                                 |                                      |  |                                |   |   |  | 84,213  |

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Common  
Stock

Common Stock 08/14/2018 S 45,000 D \$ 27.6728 39,213 D  
(1)

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                                    | \$ 6.15  | 08/14/2018                           |  | M                              | 25,302  | <u>(2)</u> 06/05/2025                                    | Common Stock  | 25,302                        |
| Options                                    | \$ 7.11  | 08/14/2018                           |  | M                              | 28,568  | <u>(2)</u> 05/20/2024                                    | Common Stock  | 28,568                        |
| Options                                    | \$ 11.21   | 08/14/2018                           |  | M                              | 45,000  | <u>(3)</u> 12/20/2022                                    | Common Stock  | 45,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Conroy James Grant<br>C/O BOOT BARN HOLDINGS, INC.<br>15345 BARRANCA PKWY<br>IRVINE, CA 92618 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ James Grant 08/14/2018  
Conroy

\*\*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).

- Reflects the weighted average price of sales on August 14, 2018. The shares were sold in multiple transactions at prices ranging from \$27.17 to \$28.27, 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.
- (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.