

Sally Beauty Holdings, Inc.  
Form 8-K  
July 31, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report: **July 31, 2014**

(Date of earliest event reported)

**SALLY BEAUTY HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-33145**  
(Commission file number)

**36-2257936**  
(I.R.S. Employer  
Identification Number)

**3001 Colorado Boulevard**  
**Denton, Texas 76210**

(Address of principal executive offices)

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**(940) 898-7500**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On July 31, 2014, Sally Beauty Holdings, Inc. (the Company ) issued the news release attached hereto as Exhibit 99.1 reporting the financial results of the Company for the quarter ended June 30, 2014 (the Earnings Release ).

**ITEM 7.01. REGULATION FD DISCLOSURE**

The Earnings Release also provides an update on the Company s strategy and business outlook.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) See exhibit index.

All of the information furnished in Items 2.02, 7.01 and 9.01 of this report and the accompanying exhibit shall not be deemed to be filed for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, unless expressly incorporated by reference therein.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: July 31, 2014

SALLY BEAUTY HOLDINGS, INC.

|        |  |
|--------|--|
| By:    | /s/ Matthew O. Haltom                                |
| Name:  | Matthew O. Haltom                                    |
| Title: | Senior Vice President, General Counsel and Secretary |

EXHIBIT INDEX

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| Exhibit 99.1          | News release reporting financial results for the quarter ended June 30, 2014, issued by Sally Beauty Holdings, Inc. on July 31, 2014. |