

Sherman Scott C  
 Form 3  
 October 06, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Sherman Scott C		(Month/Day/Year)	Sally Beauty Holdings, Inc. [SBH]	
(Last)	(First)	(Middle)	10/01/2017	
3001 COLORADO BLVD.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DENTON,Â TXÂ 76210			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP & CHRO	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	626 <sup>(2)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy) <sup>(3)</sup>	Â <sup>(4)</sup>	10/29/2022	Common Stock	2,628	\$ 23.49	D	Â
Employee Stock Option (Right to Buy) <sup>(3)</sup>	Â <sup>(4)</sup>	10/30/2023	Common Stock	8,900	\$ 26.3	D	Â
Employee Stock Option (Right to Buy) <sup>(3)</sup>	Â <sup>(5)</sup>	10/29/2024	Common Stock	6,840	\$ 29.2	D	Â
Employee Stock Option (Right to Buy) <sup>(3)</sup>	Â <sup>(6)</sup>	10/28/2025	Common Stock	13,278	\$ 23.45	D	Â
Employee Stock Option (Right to Buy) <sup>(3)</sup>	Â <sup>(7)</sup>	11/01/2026	Common Stock	14,753	\$ 25.53	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sherman Scott C 3001 COLORADO BLVD. DENTON, TX 76210	Â	Â	Â SVP & CHRO	Â

## Signatures

/s/ Matthew Haltom,  
Attorney-in-fact

10/06/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 256 shares of restricted stock granted pursuant to the Sally Beauty Holdings, Inc. 2010 Omnibus Incentive Plan.
- (2) Includes 256 shares of restricted stock of which the restrictions shall lapse on September 30, 2018.
- (3) Grant of options under the Sally Beauty Holdings, Inc. Amended and Restated 2010 Omnibus Incentive Plan.
- (4) This option is currently exercisable in full.
- (5) The option is currently exercisable as to 5,130 shares and as to 1,710 shares on September 30, 2018.
- (6) The option is currently exercisable as to 8,858 shares and as to 4,429 shares on September 30, 2018.
- (7) The option is currently exercisable as to 4,918 shares, as to 4,917 shares on September 30, 2018 and as to 4,918 on September 30, 2019.

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.