

Hackman Gregory V.
Form 4
May 23, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
Boot Barn Holdings, Inc. [BOOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O BOOT BARN HOLDINGS, INC., 15345 BARRANCA PKWY

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2017

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

Chief Financial Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

IRVINE, CA 92618

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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 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.
- 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

Edgar Filing: Hackman Gregory V. - Form 4

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.

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.