

FS Capital Partners VI, LLC
 Form 4
 May 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
 FS Equity Partners VI, L.P.

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 FREEMAN SPOGLI &
 CO., 11100 SANTA MONICA
 BLVD., SUITE 1900
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/17/2018

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

LOS ANGELES, CA 90025

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

(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 Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/17/2018		S ⁽¹⁾	7,021,771 D \$ 23.25 0		I	By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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- Reflects the sale of 6,735,648 shares of common stock by FS Equity Partners VI, L.P. and 286,123 shares of common stock by FS
- (1) Affiliates VI, L.P. in the secondary offering of common stock of Boot Barn Holdings, Inc. that priced on May 17, 2018 and is expected to close on May 22, 2018.

- FS Capital Partners VI, LLC is the general partner of each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. the seller of 6,735,648 and 286,123 shares sold, respectively. The general partner disclaims beneficial ownership of the shares sold by each of FS
- (2) Equity Partners VI, L.P. and FS Affiliates VI, L.P. Each of Messrs. James Frederick Simmons and Brad Brutocao is a director of the issuer and managing member of FS Capital Partners VI, LLC and as such may be deemed to be a beneficial owner of the shares sold. Each of Messrs. Simmons and Brutocao disclaims beneficial ownership of the shares sold, except to the extent of his pecuniary interest in them.

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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