

Love Michael A
Form 3
February 08, 2019

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)

| | | | | |
|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Love Michael A</p> <p>(Last) (First) (Middle)</p> <p>C/O BOOT BARN HOLDINGS, INC.,Â 15345 BARRANCA PKWY</p> <p>(Street)</p> <p>IRVINE,Â CAÂ 92618</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/29/2019</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Boot Barn Holdings, Inc. [BOOT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer ____ Other (give title below) (specify below) Senior Vice President Stores</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
|---|---|---|---|---|

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 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 | 7,882 ⁽¹⁾ | D | Â |
| Common Stock | 1,962 | 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---|---|
| Options | Â (2) | 06/05/2025 | Common Stock | 20,246 | \$ 6.15 | D | Â |
| Options | Â (3) | 05/20/2024 | Common Stock | 11,040 | \$ 7.11 | D | Â |
| Options | Â (4) | 06/20/2024 | Common Stock | 22,500 | \$ 11.14 | D | Â |
| Options | Â (5) | 05/24/2026 | Common Stock | 15,882 | \$ 23.92 | D | Â |
| Options | Â (6) | 06/09/2023 | Common Stock | 3,470 | \$ 28.82 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------------|
| | Director | 10% Owner | Officer | Other |
| Love Michael A C/O BOOT BARN HOLDINGS, INC. 15345 BARRANCA PKWY IRVINE,Â CAÂ 92618 | Â | Â | Â Senior Vice President | Â Stores |

Signatures

/s/ Michael A.
Love

02/08/2019

**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) Consists of shares underlying restricted stock units granted under the Company's 2014 Equity Incentive Plan that are subject to vesting over either a four or five-year period from their respective dates of grant.
- (2) The options were granted under the Company's 2014 Equity Incentive Plan and one quarter of the options will vest on each of June 5, 2019, June 5, 2020, June 5, 2021 and June 5, 2022.
- (3) The options were granted under the Company's 2014 Equity Incentive Plan and one third of the options will vest on each of May 20, 2019, May 20, 2020 and May 20, 2021.
- (4) The options were granted under the Company's 2011 Equity Incentive Plan and 22,500 options will vest on June 20, 2019.
- (5) The options were granted under the Company's 2014 Equity Incentive Plan and one quarter of the options will vest on each of May 24, 2019, May 24, 2020, May 24, 2021 and May 24, 2022.
- (6) The options were granted under the Company's 2014 Equity Incentive Plan. Of such options 2,082 options are currently vested and 1,388 options remain subject to vesting. Of the remaining unvested options, one half will vest on each of June 9, 2019 and June 9, 2020.

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Remarks:

ExhibitÂ 24.1Â PowerÂ ofÂ Attorney

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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