

Conroy James Grant
 Form 4
 May 23, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Conroy James Grant

(Last) (First) (Middle)

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

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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 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)
				(A) or (D)	Price		
Common Stock	06/09/2016		F(1)	587 D	\$ 8.68	22,101 (1)	D
Common Stock	05/20/2017		F(2)	1,119 D	\$ 7.98	20,982 (2)	D
Common Stock	06/09/2017		F(3)	587 D	\$ 6.57	33,574 (3)	D
Common Stock	05/20/2018		F(4)	1,476 D	\$ 23.83	5,307 (4)	D
Common Stock						26,791 (5)	D

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

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(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. 3 and 4)
				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
Conroy James Grant C/O BOOT BARN HOLDINGS, INC. 15345 BARRANCA PKWY IRVINE, CA 92618	X		Chief Executive Officer	

Signatures

/s/ James Grant
Conroy

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 June 9, 2016, in connection with the vesting of shares underlying 1,562 previously disclosed restricted stock units, the issuer withheld 587 shares of common stock to satisfy withholding taxes due in connection with such vesting. Such shares had a market value of \$8.68
- (1) 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, 2016, including the shares awarded in connection with such vesting, and 21,126 shares of common stock subject to further vesting conditions.
 - (2) On May 20, 2017, in connection with the vesting of shares underlying 2,977 previously disclosed restricted stock units, the issuer withheld 1,119 shares of common stock to satisfy withholding taxes due in connection with such vesting. Such shares had a market value

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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, and 18,149 shares of common stock subject to further vesting conditions.

- (3) On June 9, 2017, in connection with the vesting of shares underlying 1,561 previously disclosed restricted stock units, the issuer withheld 587 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, and 29,767 shares of common stock subject to further vesting conditions.

- (4) On May 20, 2018, in connection with the vesting of shares underlying 2,976 previously disclosed restricted stock units, the issuer withheld 1,476 shares of common stock to satisfy withholding taxes due in connection with such vesting. Such shares had a market value of \$23.83 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, but excluding any shares of common stock subject to further vesting conditions. See Note 5 below.

- (5) 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.

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