

Caro Jodi J
Form 4
April 02, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Caro Jodi J

(Last) (First) (Middle)

1000 REMINGTON BLVD, SUITE
120

(Street)

BOLINGBROOK, IL 60440

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ulta Beauty, Inc. [ULTA]

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

03/29/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

GC and Corporate Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | 03/29/2018 | | A | 1,162 (1) | A \$ 0 2,209 | D | |
| Common Stock | 03/29/2018 | | A | 524 (2) | A \$ 0 2,733 | D | |
| Common Stock | 03/29/2018 | | A | 490 (3) | A \$ 0 3,223 | D | |

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|---|---|---|---|---|--|-----|---|---|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 204.27 | 03/29/2018 | | A | | 5,340 | | ⁽⁴⁾ | 03/29/2028 | Common Stock | 5,340 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Caro Jodi J 1000 REMINGTON BLVD SUITE 120 BOLINGBROOK, IL 60440 | GC and Corporate Secretary |

Signatures

/s/ Jodi J. Caro 04/02/2018

**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).

- Represents 1,162 performance-based restricted share units, which were awarded on March 25, 2016 under the Amended and Restated Ulta Beauty, Inc. 2011 Incentive Award Plan. Each performance-based restricted share unit represents the right to one share of common stock, which vested based on satisfaction of certain performance goals and a time-based service vesting restriction which lapses on March 15, 2019, subject to continued employment. The Company's compensation committee certified on March 29, 2018 that the performance vesting goals were satisfied.
- (1) stock, which vested based on satisfaction of certain performance goals and a time-based service vesting restriction which lapses on March 15, 2019, subject to continued employment. The Company's compensation committee certified on March 29, 2018 that the performance vesting goals were satisfied.
- (2) Represents a grant of 524 restricted stock units, each representing one share of common stock, vesting 100% on March 15, 2021.
- (3) Represents a grant of 490 restricted stock units, each representing one share of common stock, vesting 25% beginning on 3/15/2019 and on each anniversary thereafter.
- (4)

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The options, representing a right to purchase a total of 5,340 shares of common stock, vesting in 25% annual increments beginning March 15, 2019 and each anniversary thereafter through March 15, 2022.

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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