

Ulta Salon, Cosmetics & Fragrance, Inc.

Form 3

December 23, 2009

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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)

1. Name and Address of Reporting
Person *

AOS Partners, LP

(Last)

(First)

(Middle)

2121 AVENUE OF THE
STARS, A 31ST FLOOR

(Street)

LOS ANGELES, CA 90067

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/22/2009

3. Issuer Name and Ticker or Trading Symbol

Ulta Salon, Cosmetics & Fragrance, Inc. [ULTA]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person_X_ 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

5,476,300 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

**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.****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
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AOS Partners, LP 2121 AVENUE OF THE STARS 31ST FLOOR LOS ANGELES, CA 90067	Â	Â X	Â	Â
Hique, Inc. 2121 AVENUE OF THE STARS 31ST FLOOR LOS ANGELES, CA 90067	Â	Â X	Â	Â

Signatures

/s/ Robert S. Guttman, as attorney-in-fact for AOS Partners, LP	12/23/2009
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**Signature of Reporting Person	Date
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/s/ Robert S. Guttman, as attorney-in-fact for Hique, Inc.	12/23/2009
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**Signature of Reporting Person	Date
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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) Represents shares contributed by GRP II, L.P. ("GRP II") to AOS Partners, LP ("AOS") in connection with an internal restructuring of GRP II and certain related persons on December 22, 2009. Hique, Inc. ("Hique") is the general partner of AOS and is deemed to possess indirect beneficial ownership of the shares owned by AOS. Hique and GRPVC, L.P. ("GRPVC") are controlled by principals of the GRP funds. GRPVC and certain related persons, including AOS and Hique, may be deemed to be members of a "group," within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, that owns more than ten percent of the outstanding shares of the Issuer's common stock.

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.