

Dillon Mary N  
Form 4  
April 02, 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 \*  
Dillon Mary N

(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  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 03/29/2018                           |  | A                              |   | 12,048<br>(1) \$ 0 65,917   | D  |                                   |
| Common Stock                    | 03/29/2018                           |  | A                              |   | 4,416<br>(2) \$ 0 70,333  | D  |                                   |
| Common Stock                    | 03/29/2018                           |  | A                              |   | 24,478<br>(3) \$ 0 94,811   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 5,813   | I  | By Trust<br>(4)                   |

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

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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 204.27  | 03/29/2018                           |  | A                              | 45,010  | <u>(5)</u> 03/29/2028                                    | Common Stock  | 45,010                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Dillon Mary N<br>1000 REMINGTON BLVD<br>SUITE 120<br>BOLINGBROOK, IL 60440 |               |           | Chief Executive Officer |       |

## Signatures

/s/ Jodi J. Caro, as attorney-in-fact for Mary N. Dillon

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 12,048 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 4,416 restricted stock units, each representing one share of common stock, vesting 100% on March 15, 2021.
  - (3)

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Represents a grant of 24,478 restricted stock units, each representing one share of common stock, vesting 100% on September 30, 2021 but the underlying shares cannot be sold or otherwise transferred until September 30, 2022.

- (4) Shares held by the Mary N. Dillon Trust U/A DTD 3/31/2017.
- (5) The options, representing a right to purchase a total of 45,010 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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