

Ulta Salon, Cosmetics & Fragrance, Inc.  
 Form 3  
 December 23, 2009

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
AOS Partners, LP		(Month/Day/Year)	Ulta Salon, Cosmetics & Fragrance, Inc. [ULTA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2121 AVENUE OF THE STARS, A 31ST FLOOR		12/22/2009	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
LOS ANGELES, CA 90067			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> 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 <sup>(1)</sup>	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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	^	^ X	^	^
Hique, Inc. 2121 AVENUE OF THE STARS 31ST FLOOR LOS ANGELES, CA 90067	^	^ X	^	^

## Signatures

/s/ Robert S. Guttman, as attorney-in-fact for AOS Partners, LP 12/23/2009

\*\*Signature of Reporting Person Date

/s/ Robert S. Guttman, as attorney-in-fact for Hique, Inc. 12/23/2009

\*\*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) 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.

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