

BOOT BARN HOLDINGS, INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 10/31/14

Address	15776 LAGUNA CANYON ROAD IRVINE, CA 92618
Telephone	949-453-4400
CIK	0001610250
Symbol	BOOT
SIC Code	5661 - Shoe Stores
Fiscal Year	03/31

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Boot Barn Holdings, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
 (State or Other Jurisdiction of
 Incorporation or Organization)

90-0776290
 (I.R.S. Employer
 Identification No.)

15776 Laguna Canyon Road
Irvine, CA 92618
(949) 453-4400

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Boot Barn Holdings, Inc. 2014 Equity Incentive Plan
 (Full Title of the Plans)

James G. Conroy
President and Chief Executive Officer
Boot Barn Holdings, Inc.
15776 Laguna Canyon Road
Irvine, CA 92618
(949) 453-4400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Timothy R. Rupp
 Bingham McCutchen LLP
 600 Anton Boulevard, Suite 1800
 Costa Mesa, CA 92626-7653
 (714) 830-0600

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share, issuable under the 2014 Equity Incentive Plan	1,600,000(2) \$	18.19(3) \$	29,104,000 \$	3,382

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Common Stock that become issuable under the Registrant's 2014 Equity Incentive Plan (the "2014 Plan"), by reason of any stock

dividend, stock split, recapitalization or other similar transaction that increases the number of the outstanding shares of the Registrant's Common Stock.

(2) Represents the aggregate amount of such shares approved and reserved for issuance under the 2014 Plan.

(3) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant's Common stock as reported on the New York Stock Exchange on October 30, 2014.

PART I

Information Required in the Section 10(a) Prospectus

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the "Securities Act") and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- (a) the Registrant's prospectus filed on October 30, 2014 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1, as amended (File No. 333-199008), which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed; and
- (b) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A (File No. 001-36711) filed with the Commission on October 28, 2014 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors, and other corporate agents.

As permitted by Section 102 of the Delaware General Corporation Law, the Registrant's amended and restated certificate of incorporation provides that, to the fullest extent permitted by Delaware law, no director will be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director. Pursuant to Delaware law such protection would be not available for liability:

- for any breach of a duty of loyalty to the Registrant or its stockholders;
- for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- for any transaction from which the director derived an improper benefit; or
- for an act or omission for which the liability of a director is expressly provided by an applicable statute, including unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law.

The Registrant's amended and restated certificate of incorporation also provides that if Delaware law is amended after the approval by the Registrant's stockholders of the amended and restated certificate of incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the Registrant's directors will be eliminated or limited to the fullest extent permitted by Delaware law.

The Registrant's amended and restated bylaws further provide that the Registrant must indemnify its directors and officers to the fullest extent permitted by Delaware law. The amended and restated bylaws also authorize the Registrant to indemnify any of its employees or agents and permit the Registrant to secure insurance on behalf of any officer, director, employee or agent for any liability arising out of his or her action in that capacity, whether or not Delaware law would otherwise permit indemnification.

In addition, the Registrant's amended and restated bylaws provide that the Registrant is required to advance expenses to its directors and officers as incurred in connection with legal proceedings against them for which they may be indemnified and that the rights conferred in the amended and restated bylaws are not exclusive.

The Registrant has entered into customary indemnification agreements with each of its directors and executive officers. These agreements, among other things, require the Registrant to indemnify and advance expenses to each director and officer to the fullest extent permitted by Delaware law, the amended and restated certificate of incorporation and the amended and restated bylaws, for expenses such as, among other things, attorneys' fees, judgments, fines, and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action by or in our right, arising out of the person's services as the Registrant's director or executive officer or as the director or executive officer of any subsidiary of the Registrant or any other company or enterprise to which the person provides services at our request. In addition, these indemnification agreements also provide that the Registrant is required to advance expenses to these directors and officers as incurred in connection with legal proceedings against them for which they may be indemnified and that the rights conferred in these indemnification agreements are not exclusive. The Registrant also maintains directors' and officers' liability insurance.

See also the undertakings set out in response to Item 9 hereof.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed as part of this registration statement:

Exhibit Number	Exhibit Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant*
4.2	Amended and Restated Bylaws of the Registrant*
4.3	Boot Barn Holdings, Inc. 2014 Equity Incentive Plan*
4.4	Form of Restricted Stock Award Agreement*
4.5	Form of Stock Option Agreement, by and between the Registrant and James G. Conroy*
5.1	Opinion of Bingham McCutchen LLP with respect to the legality of the shares being registered
23.1	Consent of Deloitte & Touche LLP, an Independent Registered Public Accounting Firm
23.2	Consent of Bingham McCutchen LLP (included in Exhibit 5)
24.1	Power of Attorney (included in signature page hereto)

* Previously filed with the Commission as an exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-199008), and incorporated herein by reference.

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of

securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424 (b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Irvine, State of California, on October 31, 2014.

BOOT BARN HOLDINGS, INC.

By: /s/ James G. Conroy

James G. Conroy
President, Chief Executive Officer
and director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Paul Iacono and Christian B. Johnson, and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James G. Conroy</u> James G. Conroy	President, Chief Executive Officer and Director (Principal Executive Officer)	October 31, 2014
<u>/s/ Paul Iacono</u> Paul Iacono	Chief Financial Officer and Secretary (Principal Financial Officer)	October 31, 2014
<u>/s/ Clement H. Porter</u> Clement H. Porter	Corporate Controller (Principal Accounting Officer)	October 31, 2014
<u>/s/ Greg Bettinelli</u> Greg Bettinelli	Director	October 31, 2014

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brad J. Brutocao</u> Brad J. Brutocao	Director	October 31, 2014
<u>/s/ Christian B. Johnson</u> Christian B. Johnson	Director	October 31, 2014
<u>/s/ Brenda I. Morris</u> Brenda I. Morris	Director	October 31, 2014
<u>/s/ J. Frederick Simmons</u> J. Frederick Simmons	Director	October 31, 2014
<u>/s/ Peter Starrett</u> Peter Starrett	Director	October 31, 2014

EXHIBIT INDEX

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* Previously filed with the Commission as an exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-199008), and incorporated herein by reference.

October 31, 2014

Boot Barn Holdings, Inc.
15776 Laguna Canyon Road
Irvine, CA 92618

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Boot Barn Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission on or about October 31, 2014 (the "Registration Statement").

The Registration Statement covers the registration of an aggregate of 1,600,000 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock") issuable under the Company's 2014 Equity Incentive Plan (the "2014 Plan").

We have reviewed the corporate proceedings of the Company with respect to the authorization of the 2014 Plan and the issuance of the Common Stock thereunder. We have also examined and relied upon originals or copies of such agreements, instruments, corporate records, certificates, and other documents as we have deemed necessary or appropriate as a basis for the opinions hereinafter expressed. We have assumed the genuineness of all signatures, the conformity to the originals of all documents reviewed by us as copies, the authenticity and completeness of all original documents reviewed by us in original or copy form and the legal competence of each individual executing any document. As to all matters of fact (including factual conclusions and characterizations and descriptions of purpose, intention or other state of mind), we have relied entirely upon certificates of officers of the Company, and have assumed, without independent inquiry, the accuracy of those certificates.

We further assume that all Common Stock issued pursuant to awards granted or to be granted pursuant to the 2014 Plan will be issued in accordance with the terms of the 2014 Plan and that the purchase price of the Common Stock will be greater than or equal to the par value per share of the Common Stock.

This opinion is limited solely to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Common Stock, when issued and sold in the manner referred to in the 2014 Plan and pursuant to the agreements that accompany the 2014 Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ BINGHAM MCCUTCHEN LLP

BINGHAM MCCUTCHEN LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report relating to the consolidated financial statements of Boot Barn Holdings, Inc. (formerly WW Top Investment Corporation) and subsidiaries dated June 13, 2014 (October 27, 2014 as to the effect of the common and preferred stock authorization, par value and common stock split discussed in the last paragraph of Note 16), appearing in the Prospectus dated October 29, 2014 filed by Boot Barn Holdings, Inc. with the Securities and Exchange Commission on October 30, 2014 pursuant to Rule 424(b) of the Securities Act of 1933, as amended, in connection with the Registration Statement of Boot Barn Holdings, Inc. on Form S-1 (No. 333-199008).

/s/ Deloitte & Touche LLP
Costa Mesa, California
October 31, 2014
