

# BOOT BARN HOLDINGS, INC.

Reported by  
**FS CAPITAL PARTNERS VI, LLC**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 10/29/14 for the Period Ending 10/29/14

|             |  |
|-------------|--|
| Address     | 15776 LAGUNA CANYON ROAD<br>IRVINE, CA 92618 |
| Telephone   | 949-453-4400                                 |
| CIK         | 0001610250                                   |
| Symbol      | BOOT   |
| Fiscal Year | 03/31  |

# FORM 3

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

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30  
(h) of the Investment Company Act of 1940

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person *<br><b>FS Equity Partners VI, L.P.</b>                      | 2. Date of Event Requiring Statement<br>(MM/DD/YYYY)<br><b>10/29/2014</b>  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol<br><b>Boot Barn Holdings, Inc. [BOOT]</b>   |
| (Last) (First) (Middle)<br><b>C/O FREEMAN SPOGLI &amp; CO., 11100 SANTA MONICA BLVD., SUITE 1900</b> | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Street)<br><b>LOS ANGELES, CA 90025</b><br><br>(City) (State) (Zip)                                 | 5. If Amendment, Date Original Filed<br>(MM/DD/YYYY)   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)             |
|------------------------------------|--|---|--|
| <b>Common Stock</b>                | <b>17750000</b>  | <b>I</b>  | <b>By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. (1)</b> |

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(MM/DD/YYYY) |                 | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |  |  |  |

#### Explanation of Responses:

- (1) FS Capital Partners VI, LLC is the general partner of each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. the record holders of 17,026,725 and 723,275 shares, respectively. The general partner disclaims beneficial ownership of the shares held by each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. Each of Messrs. Brad J. Brutocao, Benjamin D. Geiger, Bradford M. Freeman, Todd W. Halloran, Jon D. Ralph, John M. Roth, J. Frederick Simmons, Ronald P. Spogli and William M. Wardlaw is a managing member of FS Capital Partners VI, LLC and as such may be deemed to be a beneficial owner of the shares. Each of Messrs. Brutocao, Geiger, Freeman, Halloran, Ralph, Roth, Simmons, Spogli and Wardlaw disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest in them.

#### Remarks:

As a Managing Member of FS Capital Partners VI, LLC

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>FS Equity Partners VI, L.P.</b><br><b>C/O FREEMAN SPOGLI &amp; CO.</b><br><b>11100 SANTA MONICA BLVD., SUITE 1900</b><br><br><b>LOS ANGELES, CA 90025</b> |               | X         |         |       |
| <b>FS Capital Partners VI, LLC</b><br><b>C/O FREEMAN SPOGLI &amp; CO.</b><br><b>11100 SANTA MONICA BLVD., SUITE 1900</b><br><br><b>LOS ANGELES, CA 90025</b> |               | X         |         |       |

**Signatures**/s/ Brad J. Brutocao10/29/2014

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.