

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * FS Equity Partners VI, L.P. (Last) (First) (Middle) C/O BOOT BARN HOLDINGS, INC., 15776 LAGUNA CANYON ROAD (Street) IRVINE, CA 92618 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Boot Barn Holdings, Inc. [BOOT] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/9/2016</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/9/2016		P		146896 <u>(1)</u>	A	\$8.1898 <u>(2)</u>	13057195	I	By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. <u>(3)</u>

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) Reflects the purchase of shares of common stock by FS Equity Partners VI, L.P. in open market transactions.
- (2) Reflects the weighted average price of purchases on February 9, 2016. The shares were acquired in multiple transactions at prices ranging from \$7.75 to \$8.47, inclusive. The reporting persons undertake to provide to Boot Barn Holdings, Inc., any security holder of Boot Barn Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within such range.
- (3) FS Capital Partners VI, LLC is the general partner of each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. Following the completion of the purchases reported on this Form 4, FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. is the record holder of 12,550,598 and 506,597 shares, respectively. The general partners disclaim beneficial ownership of the shares held by each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. Each of Messrs. James Frederick Simmons and Brad Brutocao is a director of the issuer and 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. Simmons and Brutocao disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest in them.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FS Equity Partners VI, L.P. C/O BOOT BARN HOLDINGS, INC. 15776 LAGUNA CANYON ROAD IRVINE, CA 92618		X		

Signatures

/s/ Brad Brutocao

2/11/2016

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 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).

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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