

BOOT BARN HOLDINGS, INC.

Reported by
CONROY JAMES GRANT

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/05/15 for the Period Ending 06/03/15

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

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**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 * Conroy James Grant <small>(Last) (First) (Middle)</small> C/O BOOT BARN HOLDINGS, INC., 15776 LAGUNA CANYON ROAD <small>(Street)</small> IRVINE, CA 92618 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Boot Barn Holdings, Inc. [BOOT] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/3/2015</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <p align="center">President and CEO</p>
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	6/3/2015		M		59790	A	\$5.47	59790	D	
Common Stock	6/3/2015		S (1)		59790	D	\$26.1773	0	D	
Common Stock	6/3/2015		M		3210	A	\$7.47	3210	D	
Common Stock	6/3/2015		S (1)		3210	D	\$26.1773	0	D	
Common Stock	6/4/2015		M		31500	A	\$7.47	31500	D	
Common Stock	6/4/2015		S (1)		31500	D	\$25.6469	0	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options	\$5.47	6/3/2015		M		59790	(2)	12/20/2022	Common Stock	59790	\$0.00	179370	D	
Options	\$7.47	6/3/2015		M		3210	(3)	12/20/2022	Common Stock	3210	\$0.00	56580	D	
Options	\$7.47	6/4/2015		M		31500	(3)	12/20/2022	Common Stock	31500	\$0.00	25080	D	

Explanation of Responses:

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The Options were granted under the Company's 2011 Equity Incentive Plan. 59,790 of the Options vested and became exercisable on

December 20, 2014, all of which were exercised on June 3, 2015. 59,790 of the remainder of the Options will become exercisable on each of December 20, 2015, December 20, 2016 and December 20, 2017.

(3) The Options were granted under the Company's 2011 Equity Incentive Plan and are fully vested and presently exercisable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conroy James Grant C/O BOOT BARN HOLDINGS, INC. 15776 LAGUNA CANYON ROAD IRVINE, CA 92618	X		President and CEO	

Signatures

/s/ James Grant Conroy

6/5/2015

** 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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