

BOOT BARN HOLDINGS, INC.

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 02/25/15

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

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-1

**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)

5600
(Primary Standard Industrial
Classification Code Number)

90-0776290
(I.R.S. Employer
Identification Number)

**15776 Laguna Canyon Road
Irvine, California 92618
(949) 453-4400**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**James G. Conroy
President and Chief Executive Officer
Boot Barn Holdings, Inc.
15776 Laguna Canyon Road
Irvine, California 92618
(949) 453-4400**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Timothy R. Rupp, Esq.
Morgan, Lewis & Bockius LLP
600 Anton Boulevard, 18th Floor
Costa Mesa, California 92626
(714) 830-0600

Johnny G. Skumpija, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-202112

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

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 the 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

**Proposed
maximum**

**Proposed
maximum**

Title of each class of securities to be registered	Amount to be registered(1)	offering price per share	aggregate offering price(2)	Amount of registration fee
Common Stock, par value \$0.0001	1,060,544	\$ 23.50	\$ 24,922,784	\$ 2,897

(1) Represents only the additional number of shares being registered and includes the 138,332 shares of common stock that the underwriters have the option to purchase from the selling stockholders. Does not include the securities that the registrant previously registered on a Registration Statement on Form S-1 (File No. 333-202112).

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended. The registrant previously registered securities at a proposed maximum aggregate offering price of \$124,614,000 on a Registration Statement on Form S-1 (File No. 333-202112).

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

Explanatory note and incorporation by reference

This registration statement is being filed with respect to the registration of 1,060,544 shares of common stock, par value \$0.0001 per share, of Boot Barn Holdings, Inc., pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the registrant's prior registration statement on Form S-1 (Registration No. 333-202112), originally filed on February 13, 2015 with the Securities and Exchange Commission, as amended (together with its exhibits, the "Prior Registration Statement"), which was declared effective on February 25, 2015. The Prior Registration Statement is incorporated by reference herein.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant 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 February 25, 2015.

BOOT BARN HOLDINGS, INC.

By: /s/ JAMES G. CONROY

James G. Conroy

President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, 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)	February 25, 2015
<u>/s/ GREGORY V. HACKMAN</u> Gregory V. Hackman	Chief Financial Officer and Secretary (Principal Financial Officer)	February 25, 2015
<u>/s/ CLEMENT H. PORTER</u> Clement H. Porter	Corporate Controller (Principal Accounting Officer)	February 25, 2015
<u>*</u> Greg Bettinelli	Director	February 25, 2015
<u>*</u> Brad J. Brutocao	Director	February 25, 2015
<u>/s/ CHRISTIAN B. JOHNSON</u> Christian B. Johnson	Director	February 25, 2015
<u>*</u> Brenda I. Morris	Director	February 25, 2015

<u>Name</u>	<u>Title</u>	<u>Date</u>
* J. Frederick Simmons	Director	February 25, 2015
* Peter Starrett	Director	February 25, 2015

*by: /s/ CHRISTIAN B. JOHNSON
Christian B. Johnson
Attorney-in-fact

Exhibit Index

Number	Description
5.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP
24.1*	Powers of Attorney

* Filed as Exhibit 24.1 to the registrant's Registration Statement on Form S-1 (File No. 333-202112) filed with the Securities and Exchange Commission on February 13, 2015 and incorporated in this registration statement by reference.

Morgan, Lewis & Bockius LLP
600 Anton Blvd., 18th Floor
Costa Mesa, California 92626

February 25, 2015

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

Re: Registration Statement on Form S-1

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-1 (Registration No. 333-202112) initially filed with the Securities and Exchange Commission on February 13, 2015, as amended to date (the "Initial Registration Statement"), under the Securities Act of 1933, as amended (the "Act") and the Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Act (the "462(b) Registration Statement" and, together with the Initial Registration Statement, the "Registration Statement"). The 462(b) Registration Statement relates to the public offering by the selling stockholders identified on Schedule A hereto (the "Selling Stockholders") of up to 922,212 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), and an additional 138,332 shares of Common Stock that may be offered and sold by the Selling Stockholders pursuant to the 462(b) Registration Statement upon the exercise of the underwriters' option to purchase such shares (together, the "Shares").

We have reviewed the corporate proceedings of the Company with respect to the authorization of the issuance of the Shares to the Selling Stockholders. As such counsel, we have also examined originals or copies of the Registration Statement and the exhibits thereto and such other documents, corporate records and other instruments as we have deemed necessary or appropriate for the purpose of this opinion. As to questions of fact material to this opinion, we have relied on certificates or comparable documents of public officials and of officers and representatives of the Company. 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.

We have also assumed that, at or prior to the time of the delivery of any Shares, there will not have occurred any change in law affecting the validity of the issuance of the Shares.

This opinion is limited solely to the Delaware General Corporation Law, as applied by courts located in Delaware.

Based upon and subject to the foregoing, we are of the opinion that the Shares were validly issued and are fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the reference to this firm under the heading "Legal matters" in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder. In rendering the opinion set forth above, we are opining only as to the specific legal issues expressly set forth therein, and no opinion shall be inferred as to any other matter or matters.

This opinion is intended solely for use in connection with the sale of the Shares subject to the 462(b) Registration Statement and is not to be relied upon for any other purpose.

Very truly yours,

/s/MORGAN, LEWIS & BOCKIUS LLP
MORGAN, LEWIS & BOCKIUS LLP

FS Equity Partners VI, L.P.
FS Affiliates VI, L.P.
CapitalSouth Partners Fund II, LP
CapitalSouth Partners SBIC Fund III, LP
Brookside Mezzanine Fund II, L.P.
Ampex Retirement Master Trust
JJJ Charitable Foundation
The Patrick Matthew Meany Exempt Trust
Patrick Meany
The Starret Family Trust, Dated April 11, 1999
Hartford Accident and Indemnity Company
Hartford Life and Accident Insurance Company
Greg Bettinelli

Consent of independent registered public accounting firm

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report 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), relating to the consolidated financial statements of Boot Barn Holdings, Inc. (formerly WW Top Investment Corporation), appearing in the Prospectus included in Registration Statement No. 333-202112, and to the reference to us under the heading “Experts” in such Prospectus.

/s/ Deloitte & Touche LLP
Costa Mesa, California
February 25, 2015
