HEILBRONN CHARLES

Form 4 May 17, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

HEILBRONN CHARLES Symbol Ulta Salon, Cosmetics & Fragrance, Inc. [ULTA] (Last) (First) (Middle) (Month/Day/Year) (Street) (Street) (Street) (City) (State) (State) (Check all applicable) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) — Form filed by One Reporting Person — Form filed by One Reporting Person — Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) Table I - Non-Derivative Securities Acquired (A) Securities Acquired (A) Securities Ownership Indicates Symbol Ulta Salon, Cosmetics & Fragrance, (Check all applicable) — Jorden (Check all applicable) — Officer (give title below) — Other (a) — Jorden (Check all applicable) — Other (a) — Director — Jorden (Gelow) — Form filed by One Reporting Person — Form filed by One Reporting Person — Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) Table I - Non-Derivative Securities Acquired (A) Securities Ownership Indicates												
Inc. [ULTA] Check all applicable Check			•	_			nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
Continue of the continue of							smetics & Fragrance,	(Chec	le)			
1000 REMINGTON BLVD., SUITE 05/15/2012 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Compared Filed(Month/Day/Year) Applicable Line) ——Form filed by One Reporting Person ——Form filed by More than One Reporting Person ——Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (City) (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Inc.		(Last)	(First)					Officer (give	titleOtl	% Owner her (specify		
Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Included Control of Control o			INGTON BLVD	., SUITE	05/15/	2012		below) below)				
BOLINGBROOK, IL 60440 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Internal Control of Con	(Street)				4. If An	nendment,	Date Original	6. Individual or Joint/Group Filing(Check				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Inc.					Filed(Month/Day/Year)			Applicable Line) Form filed by One Reporting Person				
1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Inc.	BOLINGBROOK, IL 60440							_X_ Form filed by More than One Reporting Person				
Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Inc		(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative Securities Acq	quired, Disposed of	, or Beneficia	ally Owned		
(Instr. 3) any Code (Instr. 3.4 and 5) Reneficially Form: Or		Security		Execution D		Transactio	onor Disposed of (D)	Securities	Ownership	7. Nature of Indirect Bene Ownership		

` •	· · ·	1 ai	oie i - Noii	-Derivative Se	curiu	es Acquii	rea, Disposea oi,	or belieficia	ny Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Approximately Disposed of (Instr. 3, 4 and	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A) or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(moure and i)		
Common Stock	05/15/2012		S	92,892	D	\$ 81.06 (1)	0	I (2)	By Moussetrap
Common Stock	05/15/2012		S	7,957,108	D	\$ 81.06 (1)	3,072,363	I (3)	By Doublemousse B.V.
Common Stock							79,607	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercis	sable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Dat	te	Amou	nt of	Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		5	ear)	Under Securi (Instr.	, ,	Security (Instr. 5)
				Code V			Expiration Date		Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

HEILBRONN CHARLES

1000 REMINGTON BLVD., SUITE 120 X

BOLINGBROOK, IL 60440

Chanel International B.V.

BOERHAAVELAAN 22 See Remarks

2713 HX ZOETERMEER, P7 00000

Doublemousse B.V.

BOERHAAVELAAN 22 See Remarks

2713 HX ZOETERMEER, P7 00000

Signatures

Heilbronn

/s/ Charles Heilbronn 05/17/2012

**Signature of Reporting Person Date

Chanel International B.V., By: /s/ Charles 05/17/2012

**Signature of Reporting Person Date

Doublemousse B.V., By: /s/ Charles Heilbronn 05/17/2012

**Signature of Reporting Person Date

Reporting Owners 2

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Explanation of Responses:

- * 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).
- (1) Represents a public offering price of \$84.00 per share of common stock less an underwriting discount of \$2.94 per share of common stock.
- (2) Moussetrap was the record holder of these securities. These securities were indirectly owned by (a) Mousseless Inc., a general partner of Moussetrap, and (b) Charles Heilbronn, who is the sole stockholder of Mousseless Inc.
- Doublemousse B.V. is the record holder of these securities. These securities are indirectly owned by (a) Chanel International B.V., the parent company of Doublemousse B.V. and (b) Mr. Heilbronn, who has been granted a power of attorney and proxy to exercise voting and investment power with respect to these securities. Mr. Heilbronn disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Remarks:

The aggregate number of shares beneficially owned by each of Chanel International B.V. and Doublemousse B.V. is less than Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.