

Kimbell David C
Form 4
March 27, 2019

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kimbell David C

(Last) (First) (Middle)

1000 REMINGTON BLVD, SUITE
120

(Street)

BOLINGBROOK, IL 60440

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ulta Beauty, Inc. [ULTA]

3. Date of Earliest Transaction
(Month/Day/Year)

03/25/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	03/25/2019		M		2,811	A	\$ 98.64	13,716	D
Common Stock	03/25/2019		M		1,969	A	\$ 97.89	15,685	D
Common Stock	03/25/2019		M		3,631	A	\$ 151.2	19,316	D
Common Stock	03/25/2019		M		7,041	A	\$ 191.76	26,357	D
Common Stock	03/25/2019		S		15,452	D	\$ 333.4951 (1)	10,905	D

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 98.64	03/25/2019		M	2,811	<u>(2)</u>	03/18/2024	Common Stock	2,811
Stock Option (right to buy)	\$ 97.89	03/25/2019		M	1,969	<u>(3)</u>	03/28/2024	Common Stock	1,969
Stock Option (right to buy)	\$ 151.2	03/25/2019		M	3,631	<u>(4)</u>	03/27/2025	Common Stock	3,631
Stock Option (right to buy)	\$ 191.76	03/25/2019		M	7,041	<u>(5)</u>	03/25/2026	Common Stock	7,041

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kimbell David C 1000 REMINGTON BLVD SUITE 120 BOLINGBROOK, IL 60440	See Remarks

Signatures

/s/ Jodi J. Caro, as attorney-in-fact for David C.
Kimbell

03/27/2019

__Signature of Reporting Person

Date

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).

The price reported in Column 4 is a weighted average price. The prices actually received ranged from \$332.400 to \$334.665. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.
- (1) The options, representing a right to purchase a total of 11,241 shares, vest 25% beginning on each anniversary date of the 3/18/2014 grant date.
- (2) The options, representing a right to purchase a total of 7,874 shares, vest 25% beginning on 3/16/2015 and on each anniversary date thereafter.
- (3) The options, representing a right to purchase a total of 3,631 shares, vest 25% beginning on 3/15/2016 and on each anniversary date thereafter.
- (4) The options, representing a right to purchase a total of 9,388 shares, vest in 25% increments beginning on 3/15/2017 and each anniversary thereafter through 3/15/2020.
- (5)

Remarks:

Chief Merchandising and Marketing Officer

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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