

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

SCHEDULE 13G

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)***

Ulta Salon, Cosmetics & Fragrance, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

90384S303
(CUSIP Number)

November 24, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Winslow Capital Management, LLC 90-0860898

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Minnesota

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| | | 761,464 |

| | | |
|-----------|---|---------------------|
| NUMBER OF | 6 | SHARED VOTING POWER |
| SHARES | | |

| | | |
|--------------|--|-----------|
| BENEFICIALLY | | 1,977,820 |
| OWNED BY | | |
| EACH | | |

| | | |
|-----------|---|------------------------|
| REPORTING | 7 | SOLE DISPOSITIVE POWER |
| PERSON | | |
| WITH | | 761,464 |

| | | |
|--|---|--------------------------|
| | 8 | SHARED DISPOSITIVE POWER |
| | | 1,977,820 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,214,600

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.99%

12 TYPE OF REPORTING PERSON* IA

Item 1(a) Name of Issuer:

Ulta Salon, Cosmetics & Fragrance, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

1000 Remington Boulevard, Suite 120
Bolingbrook, IL 60440
United States

Item 2(a) Name of Person Filing:

Winslow Capital Management, LLC

Item 2(b) Address of the Principal Office or, if none, Residence:

4720 IDS Tower
80 South Eighth Street
Minneapolis, MN 55402

Item 2(c) Citizenship:

Minnesota

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

90384S303

Item 3 If the Statement is being filed pursuant to Rule

13d-1(b), or 13d-2(b), check whether the person filing is a:

(e) An investment advisor in accordance with section 240.13d-1(b)(1)(ii)(E)

Item 4 Ownership:

(a) Amount Beneficially Owned:

3,214,600

(b) Percent of Class:

4.99%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

761,464

(ii) shared power to vote or direct the vote:

1,977,820

(iii) sole power to dispose or to direct the disposition of:

761,464

(iv) shared power to dispose or to direct the disposition of:

1,977,820

Item 5 Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Securities reported on this Schedule 13G are beneficially owned by clients which may include investment companies registered under the Investment Company Act and/or employee benefit plans, pensions, Charitable funds or other institutional and high net worth clients.

Item 7 Identification and Classification of the Subsidiary Which Acquired

the Security Being Reported on By the Parent Holding Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of a Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 5, 2014

Winslow Capital Management, LLC

By: /S/Laura J. Hawkins

Chief Compliance Officer

