

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

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) : September 22, 2018

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**ULTA BEAUTY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**001-33764**  
(Commission File  
Number)

**38-4022268**  
(IRS Employer  
Identification No.)

**1000 Remington Blvd., Suite 120, Bolingbrook, Illinois 60440**

(Address of principal executive offices, including ZIP code)

**(630) 410-4800**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 C.F.R. §230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On September 22, 2018, Charles J. Philippin, the current non-executive Chairperson of the Board of Directors of Ulta Beauty, Inc. (the “Company”) and a director of the Company, advised the Board of Directors that he intends to resign from those positions, effective September 30, 2018, due to medical reasons. In his resignation letter, Mr. Philippin stated that he has no disagreements with the Company or its management on any matter relating to the Company’s operations, policies or practices. The Board of Directors accepted Mr. Philippin’s resignation and elected Robert F. DiRomualdo, a current director of the Company, as the non-executive Chairperson of the Board, effective September 30, 2018. A copy of the press release announcing this is filed as Exhibit 99 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The exhibit listed in the Exhibit Index below is being filed herewith.

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99	<a href="#">Press release issued by Ulta Beauty, Inc. on September 24, 2018.</a>

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 24, 2018

ULTA BEAUTY, INC.

By: /s/ Jodi J. Caro  
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Jodi J. Caro  
General Counsel, Chief Compliance Officer and  
Corporate Secretary



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#### **ULTA BEAUTY ANNOUNCES CHANGE TO BOARD OF DIRECTORS**

Bolingbrook, IL – September 24, 2018 – Ulta Beauty, Inc. (NASDAQ: ULTA) today announced that Charles J. Philippin will resign as non-executive Chairperson of the Board of Directors of the Company effective September 30, 2018, due to medical reasons. Robert F. DiRomualdo, a current director of the Company, will become the non-executive Chairperson of the Board as of September 30th.

“On behalf of the Board of Directors and entire team at Ulta Beauty, I would like to thank Charlie for his many contributions to the company,” said Mary Dillon, Chief Executive Officer. “We regret that medical issues prevent him from continuing his service and extend our best wishes to him and his family.”

In connection with Mr. DiRomualdo becoming the non-executive Chairperson of the Board of Directors, Michael R. MacDonald will replace him as Chair of the Audit Committee.

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**About Ulta Beauty**

Ulta Beauty is the largest beauty retailer in the United States and the premier beauty destination for cosmetics, fragrance, skin, hair care products and salon services. Since opening its first store in 1990, Ulta Beauty has grown to become the top national retailer providing All Things Beauty. All in One Place.™ The Company offers more than 20,000 products from approximately 500 well-established and emerging beauty brands across all categories and price points, including Ulta Beauty's own private label. Ulta Beauty also offers a full-service salon in every store featuring hair, skin and brow services. Ulta Beauty is recognized for its commitment to personalized service, fun and inviting stores and its industry-leading Ultamate Rewards loyalty program. As of August 4, 2018, Ulta Beauty operates 1,124 retail stores across 49 states and also distributes its products through its website, which includes a collection of tips, tutorials and social content. For more information, visit [www.ulta.com](http://www.ulta.com).

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