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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): December 14, 2011**

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**ULTA SALON, COSMETICS & FRAGRANCE, INC.**  
(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

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

**36-3685240**  
(IRS Employer  
Identification No.)

**1000 Remington Blvd., Suite 120**  
**Bolingbrook, Illinois 60440**  
(Address of Principal Executive Offices)  
(Zip Code)

**Registrant's telephone number, including area code: (630) 410-4800**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report.)

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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 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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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.**

On December 14, 2011, Hervé Defforey provided notice of his resignation from the Board of Directors of Ulta Salon, Cosmetics & Fragrance, Inc. (the “Company”), effective after the close of business on January 28, 2012, the end of the Company’s 2011 fiscal year. Mr. Defforey’s resignation was due to overseas commitments.

A copy of the press release regarding the announcement of Mr. Defforey’s resignation is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Ulta Salon, Cosmetics & Fragrance, Inc. on December 16, 2011 announcing the resignation of Hervé Defforey from the Company’s Board of Directors.

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**SIGNATURES**

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

ULTA SALON, COSMETICS & FRAGRANCE, INC.

Date: December 16, 2011

By: /s/ Robert S. Guttman

Robert S. Guttman

Senior Vice President, General Counsel and Secretary

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## EXHIBIT INDEX

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Company Contact:  
Gregg Bodnar  
Chief Financial Officer  
(630) 410-4633

Investors/Media Contacts:  
ICR, Inc.  
Allison Malkin/Alecia Pulman  
(203) 682-8225/(203) 682-8224

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

Bolingbrook, IL – December 16, 2011 – Ulta Beauty [NASDAQ:ULTA], today announced that Hervé Defforey has resigned as a member of the Company’s Board of Directors, effective January 28, 2012, at the end of Ulta’s fiscal year. Mr. Defforey, who resides and primarily works overseas, cited the demands of these commitments as the reason for his resignation.

Dennis Eck, Ulta’s Non-Executive Chair said, “On behalf of everyone at Ulta and its Board, we thank Hervé for his long-term service and dedication to Ulta. His contributions were critical for establishing the strong foundation upon which the success of the company has been built. We wish him well in his future endeavors.”

#### **About Ulta Beauty**

Ulta is the largest beauty retailer that provides one-stop shopping for prestige, mass and salon products and salon services in the United States. Ulta provides affordable indulgence to its customers by combining the product breadth, value and convenience of a beauty superstore with the distinctive environment and experience of a specialty retailer. Ulta offers a unique combination of over 20,000 prestige and mass beauty products across the categories of cosmetics, fragrance, haircare, skincare, bath and body products and salon styling tools, as well as salon haircare products. Ulta also offers a full-service salon in all of its stores. As of October 29, 2011, Ulta operates 442 retail stores across 42 states and also distributes its products through its website: [www.ulta.com](http://www.ulta.com).