STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
   Nagler Lorna
   (Last) (First) (Middle)
   1000 REMINGTON BLVD, SUITE 120
   BOLINGBROOK, IL 60440

2. Issuer Name and Ticker or Trading Symbol
   Ulta Beauty, Inc. [ ULTA ]

3. Date of Earliest Transaction (MM/DD/YYYY)
   6/2/2020

4. If Amendment, Date Original Filed
   6/2/2020

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   *X* Director
   ___ 10% Owner
   ____ Officer (give title below)
   ____ Other (specify below)

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>6/2/2020</td>
<td>M</td>
<td></td>
<td>5167 A</td>
<td>$25.8</td>
<td>11535 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>6/2/2020</td>
<td>S</td>
<td></td>
<td>5167 D</td>
<td>$237.2228 (1)</td>
<td>6368 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>6/3/2020</td>
<td>A</td>
<td></td>
<td>595 A</td>
<td>$0</td>
<td>6963 D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Date</th>
<th>Title and Number of Securities Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Beneficially Owned Following Reported Transaction(s): Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (right to buy)</td>
<td>$25.80</td>
<td>6/2/2020</td>
<td>M</td>
<td></td>
<td>5167</td>
<td>6/17/2020</td>
<td>Common Stock</td>
<td>5167</td>
<td>S</td>
<td>$0</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The price reported in Column 4 is a weighted average price. The prices actually received ranged from $237.2217 to $237.2479. 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.

(2) Represents a grant of 595 restricted stock units, vesting 100% on 6/3/2021.

(3) The options reported vested 25% on each anniversary date of the 06/17/2010 grant date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nagler Lorna</td>
<td>X</td>
</tr>
</tbody>
</table>

Signatures


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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.