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

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 - MacDonald Michael R
   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) - 6/3/2020

4. If Amendment, Date Original Filed (MM/DD/YYYY) -

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

6. Individual or Joint/Group Filing (Check Applicable Line)
   _ 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>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>6/3/2020</td>
<td>A</td>
<td>V</td>
<td>A</td>
<td>595 (1)</td>
</tr>
</tbody>
</table>

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

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

|--------------------------------------------|-------------------------------------------------------|----------------|---------------------------------|--------------------------|------------------------------------------------------------------------------------------|------------------------------------------|--------------------------------------------------------------------------------|---------------------------------|------------------------------------------------------------------------------------------------|---------------------------------|-----------------------------------------------|

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

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>MacDonald Michael R</td>
<td>Director, 10% Owner, Officer, Other</td>
</tr>
<tr>
<td>1000 REMINGTON BLVD., SUITE 120 BOLINGBROOK, IL 60440</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.