



OMB APPROVAL

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**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, \$.01 par value per share

(Title of Class of Securities)

90384S303

(CUSIP Number)

December 31, 2007

(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).

<b>1</b>	NAMES OF REPORTING PERSONS Doublemousse B.V.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION The Netherlands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 11,029,471
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 11,029,471
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,029,471	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.4% <sup>1</sup>	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

<sup>1</sup> Based on 56,810,994 shares of the Issuer's Common Stock outstanding as of December 7, 2007, as set forth in the Issuer's quarterly report on Form 10-Q dated December 13, 2007.

<b>1</b>	NAMES OF REPORTING PERSONS Chanel International B.V.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION The Netherlands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 11,029,471
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 11,029,471
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,029,471	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.4% <sup>2</sup>	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

<sup>2</sup> Based on 56,810,994 shares of the Issuer's Common Stock outstanding as of December 7, 2007, as set forth in the Issuer's quarterly report on Form 10-Q dated December 13, 2007.

<b>1</b>	NAMES OF REPORTING PERSONS Charles Heilbronn	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER  79,000
	<b>6</b>	SHARED VOTING POWER  11,029,471
	<b>7</b>	SOLE DISPOSITIVE POWER  79,000
	<b>8</b>	SHARED DISPOSITIVE POWER  11,029,471
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,108,471	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  19.6% <sup>3</sup>	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN	

<sup>3</sup> Based on 56,810,994 shares of the Issuer's Common Stock outstanding as of December 7, 2007, as set forth in the Issuer's quarterly report on Form 10-Q dated December 13, 2007.

**Item 1(a). Name of Issuer:**

Ulta Salon, Cosmetics & Fragrance, Inc.

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

1000 Remington Blvd., Suite 120  
Bolingbrook, IL 60440

**Item 2(a). Name of Person Filing:**

- (1) Doublemousse B.V.
- (2) Chanel International B.V.
- (3) Charles Heilbronn

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

Doublemousse B.V. and Chanel International B.V.:

Boerhaavelaan 22  
2713 HX Zoetermeer  
The Netherlands

Charles Heilbronn:

c/o Chanel, Inc.  
9 West 57<sup>th</sup> Street, 44<sup>th</sup> Floor  
New York, New York 10019

**Item 2(c). Citizenship:**

Doublemousse B.V. and Chanel International B.V.:

The Netherlands

Charles Heilbronn:

France

**Item 2(d). Title of Class of Securities:**

Common Stock, \$.01 par value per share

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**Item 2(e). CUSIP Number:**

90384S303

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership.**

The information in items 1 and 5 through 11 on the cover pages (pp. 2-4) of this Schedule 13G is hereby incorporated by reference.

Doublemousse B.V. is the record holder of 11,029,471 shares of common stock of the Issuer. These securities are indirectly owned by (a) Chanel International B.V., the parent company of Doublemousse B.V. and (b) Charles Heilbronn, who has been granted a power of attorney and proxy to exercise voting and investment power with respect to these securities. Mr. Heilbronn disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

**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.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

Not applicable.

**SIGNATURE**

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.

Date: February 11, 2008

**Doublemousse B.V.**

By: /s/ Charles Heilbronn  
Name: Charles Heilbronn  
Title: Director

**Chanel International B.V.**

By: /s/ Charles Heilbronn  
Name: Charles Heilbronn  
Title: Attorney-in-Fact

/s/ Charles Heilbronn  
Name: Charles Heilbronn