

FORM 4

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

OMB APPROVAL
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[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| FS Equity Partners VI, L.P. | | | Boot Barn Holdings, Inc. [BOOT] | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O FREEMAN SPOGLI & CO., 11100 SANTA MONICA BLVD., SUITE 1900 | | | 5/17/2018 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| LOS ANGELES, CA 90025 | | | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) | | | (State) | | | (Zip) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|-----|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 5/17/2018 | | S | (1) | 7021771 | D | \$23.25 | 0 | I | By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. (2) |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- Reflects the sale of 6,735,648 shares of common stock by FS Equity Partners VI, L.P. and 286,123 shares of common stock by FS Affiliates VI, L.P. in the secondary offering of common stock of Boot Barn Holdings, Inc. that priced on May 17, 2018 and is expected to close on May 22, 2018.
- FS Capital Partners VI, LLC is the general partner of each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. the seller of 6,735,648 and 286,123 shares sold, respectively. The general partner disclaims beneficial ownership of the shares sold by each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. Each of Messrs. James Frederick Simmons and Brad Brutocao is a director of the issuer and managing member of FS Capital Partners VI, LLC and as such may be deemed to be a beneficial owner of the shares sold. Each of Messrs. Simmons and Brutocao disclaims beneficial ownership of the shares sold, except to the extent of his pecuniary interest in them.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------|
| | Director | 10% Owner | Officer | Other |
| FS Equity Partners VI, L.P. C/O FREEMAN SPOGLI & CO. 11100 SANTA MONICA BLVD., SUITE 1900 LOS ANGELES, CA 90025 | | X | | |
| FS Capital Partners VI, LLC C/O FREEMAN SPOGLI & CO. 11100 SANTA MONICA BLVD., SUITE 1900 LOS ANGELES, CA 90025 | | | | Less than 10% owner |

Signatures

/s/ Brad Brutocao

5/21/2018

**Signature of Reporting Person

Date

/s/ Brad Brutocao

5/21/2018

**Signature of Reporting Person

Date

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.