

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

**Effective Date:** December 12, 2017  
**Form:** S-3

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**CIK:** 0001610250  
**Company Name:** Boot Barn Holdings, Inc.  
**File Number:** 333-221728

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**CIK:** 0000935030  
**Company Name:** SHEPLERS INC  
**File Number:** 333-221728-05

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**CIK:** 0001722998  
**Company Name:** Baskins Acquisition Holdings, LLC  
**File Number:** 333-221728-04

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**CIK:** 0001723014  
**Company Name:** RCC Western Stores, Inc.  
**File Number:** 333-221728-03

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**CIK:** 0001723016  
**Company Name:** Sheplers Holding Corp  
**File Number:** 333-221728-02

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**CIK:** 0001723018  
**Company Name:** Boot Barn, Inc.  
**File Number:** 333-221728-01