

FORM 4

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

OMB APPROVAL
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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 * Conroy James Grant (Last) (First) (Middle) C/O BOOT BARN HOLDINGS, INC., 15345 BARRANCA PKWY (Street) IRVINE, CA 92618 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Boot Barn Holdings, Inc. [BOOT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/20/2019</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	5/20/2019		F	(1)	1476	D	\$28.63	8923 (1)	D	
Common Stock	5/20/2019		A		13971 (2)	A	\$0	42785 (3)	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options	\$28.63	5/20/2019		A		37760		(4)	5/19/2029	Common Stock	37760	\$0	37760	D	
Options	\$28.63	5/20/2019		A		227273		(5)	5/19/2029	Common Stock	227273	\$0	227273	D	

Explanation of Responses:

- (1) On May 20, 2019, in connection with the vesting of shares underlying 2,976 previously disclosed restricted stock units, the issuer withheld 1,476 shares of common stock to satisfy withholding taxes due in connection with such vesting. Such shares had a market value of \$28.63 per share, the closing price of the common stock on the vesting date. Amount of securities beneficially owned consists of the number of shares of common stock held by the reporting person as of May 20, 2019, including the shares awarded in connection with such vesting, but excluding any shares of common stock subject to further vesting conditions. See Note 3 below.
- (2) Consists of shares underlying restricted stock units granted under the Company's 2014 Equity Incentive Plan, subject to vesting over a four-year period in equal annual installments on each anniversary of the grant date.
- (3) Consists of the total number of shares of common stock underlying restricted stock units held by the reporting person as of May 20, 2019 that remain subject to time-based vesting.
- (4) The Options were granted under the Company's 2014 Equity Incentive Plan and are subject to vesting over a four-year period in equal annual installments on each anniversary of the grant date.
- (5) The Options were granted under the Company's 2014 Equity Incentive Plan and are subject to vesting on May 20, 2023 if (i) with respect to 33% of the shares of common stock issuable upon exercise of the Options, the average closing price of the common stock on the New York Stock Exchange during any consecutive 30 trading days between May 20, 2019 and May 20, 2023 (the "Average Trading Price") equals or exceeds 150% of the exercise price, (ii) with respect to an additional 33% if the Average Trading Price equals or exceeds 175% of the exercise price and (iii) with respect to an additional 34% if the Average Trading Price equals or exceeds 200% of the exercise price, in each case, subject to earlier vesting in connection with death, disability or a change in control.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conroy James Grant C/O BOOT BARN HOLDINGS, INC. 15345 BARRANCA PKWY IRVINE, CA 92618	X		Chief Executive Officer	

Signatures

/s/ James Grant Conroy

5/22/2019

—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.

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