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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 8, 2016

Boot Barn Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-36711**	**90-0776290**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

15345 Barranca Parkway, Irvine, California	**92618**
(Address of principal executive offices)	(Zip Code)

(949) 453-4400
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

Boot Barn Holdings, Inc. (the "Company") is furnishing this Current Report on Form 8-K in connection with the disclosure of information contained in an investor presentation (the "Presentation") to be used by the Company at various meetings with institutional investors and analysts. This information may be amended or updated at any time and from time to time through another Current Report on Form 8-K or other means. A copy of the Presentation is furnished herewith as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

The information furnished in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any registration statement filed pursuant to the Securities Act of 1933, as amended, except as may be expressly set forth by specific reference in such filing.

The Company expressly disclaims any obligation to update or revise any of the information contained in the Presentation.

The Presentation is available on the Company's investor relations website located at investor.bootbarn.com, although the Company reserves the right to discontinue that availability at any time.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibits
Exhibit 99.1	Investor Presentation dated August 8, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOOT BARN HOLDINGS, INC.

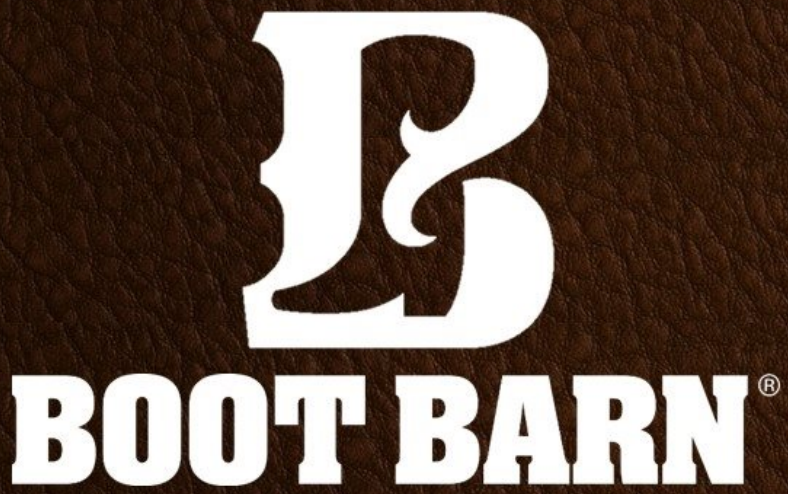
Date: August 8, 2016

By: /s/ Gregory V. Hackman
Name: Gregory V. Hackman
Title: Chief Financial Officer

Exhibit List

Exhibit No.	Description of Exhibits
Exhibit 99.1	Investor Presentation dated August 8, 2016

Exhibit 99.1



August 8, 2016

FORWARD LOOKING STATEMENTS

Forward-Looking Statements

This presentation contains forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical fact included in this presentation are forward-looking statements. You can identify forward-looking statements by the fact that they generally include words such as "anticipate," "estimate," "expect," "project," "plan, "" intend," "believe," "outlook" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events but not all forward-looking statements contain these identifying words. These forward-looking statements are based on assumptions that the Company's management has made in light of their industry experience and on their perceptions of historical trends, current conditions, expected future developments and other factors they believe are appropriate under the circumstances. As you consider this presentation, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties (some of which are beyond the Company's control) and assumptions. These risks, uncertainties and assumptions include, but are not limited to, the following: the failure to realize the anticipated synergies from the Sheplers acquisition and other risks of integration, declines in consumer spending or changes in consumer preferences and the Company's ability to effectively execute on its growth strategy; to maintain and enhance its strong brand image; to compete effectively; to maintain good relationships with its key suppliers; and to improve and expand its exclusive product offerings. The Company discusses the foregoing risks and other risks in greater detail under the heading "Risk factors" in the periodic reports filed by the Company with the Securities and Exchange Commission. Although the Company believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect the Company's actual financial results and cause them to differ materially from those anticipated in the forward-looking statements. Because of these factors, the Company cautions that you should not place undue reliance on any of these forward-looking statements. New risks and uncertainties arise from time to time, and it is impossible for the Company to predict those events or how they may affect the Company. Further, any forward-looking statement speaks only as of the date on which it is made. Except as required by law, the Company does not intend to update or revise the forward-looking statements in this presentation after the date of this presentation.

Industry and Market Information

Statements in this presentation concerning our industry and the markets in which we operate, including our general expectations and competitive position, business opportunity and market size, growth and share, are based on information from independent industry organizations and other third-party sources, data from our internal research and management estimates. Management estimates are derived from publicly available information and the information and data referred to above, and are based on assumptions and calculations made by us based upon our interpretation of such information and data. The information and data referred to above are imprecise and may prove to be inaccurate because the information cannot always be verified with complete certainty due to the limitations on the availability and reliability of raw data, the voluntary nature of the data gathering process

and other limitations and uncertainties. As a result, please be aware that the data and statistical information in this presentation may differ from information provided by our competitors or from information found in current or future studies conducted by market research institutes, consultancy firms or independent sources.

Non-GAAP Financial Measures

The Company presents Adjusted EBITDA and Adjusted EBIT because they are important financial measures that its management, board of directors and lenders use to assess the Company's operating performance. However, Adjusted EBITDA and Adjusted EBIT are non-GAAP financial measures and should not be considered in isolation or as an alternative to net income or any other measure of financial performance calculated and presented in accordance with GAAP. The Company defines Adjusted EBITDA as earnings before interest, income tax, depreciation and amortization, or EBITDA, adjusted to exclude non-cash stock-based compensation, the non-cash accrual for future award redemptions, recapitalization expenses, acquisition expenses, acquisition-related integration and reorganization costs, amortization of inventory fair value adjustment, loss on disposal of assets and contract termination costs, secondary offering costs, and other unusual or non-recurring expenses. Adjusted EBIT is defined as Adjusted EBITDA less depreciation and amortization. Since Adjusted EBITDA and Adjusted EBIT are non-GAAP financial measures, they are susceptible to varying calculations and the Company's Adjusted EBITDA and Adjusted EBIT may not be comparable to similarly titled measures of other companies, including companies in its industry. See the Appendix to this presentation for a reconciliation of Adjusted EBITDA to Net Income.

AGENDA

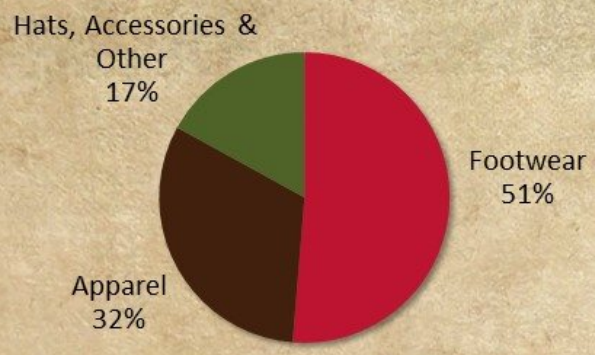
OVERVIEW OF BOOT BARN

STRATEGIC INITIATIVES

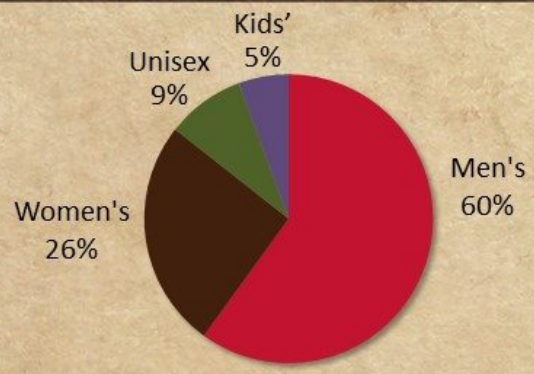
FINANCIAL UPDATE

BOOT BARN SNAPSHOT

SALES COMPOSITION[1]



SALES BY END USER[1]



ILLUSTRATIVE STORE

[1]Note: Fiscal year ended March 26, 2016, including the sales results of the Sheplers business for the 9 months subsequent to the acquisition.

EVERYDAY MERCHANDISE ASSORTMENT

WESTERN

BOOTS

DENIM

WESTERN SHIRTS

COWBOY HATS

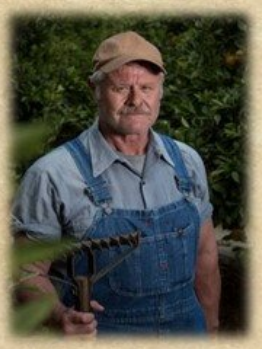
BELTS / BELT BUCKLES

WORK

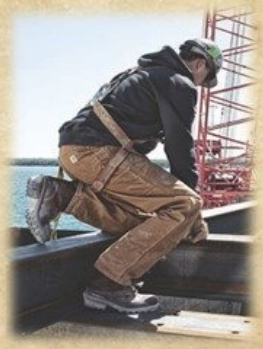
RUGGED FOOTWEAR

OUTERWEAR

OVERALLS



PANTS



SHIRTS

Low fashion quotient minimizes markdown exposure

COMPREHENSIVE ASSORTMENT OF BRANDS AND STYLES

WESTERN

ARIAT
Shyanne
CINCH
DAN POST BOOTS
Justin BOOTS
MOONSHINE SPIRIT
STETSON
Levi's
RESISTOL best all-around
Wrangler
ELDORADO
CORRAL BOOTS
OLD GRINGO
CODY JAMES
dingo
DURANGO
MONTANA SILVERSMITHS
BL RANCH
FRYE
Circle S
GRACE
Roar
Twisted X Boots
NOCONA BELT CO.
Miss Me
OUTBACK
Lucchese
Cowgirl Up
Cruel Girl
Laredo WESTERN BOOTS
OAK TREE WESTERN WEAR
Tony Lama BOOTS
ANGIE

WORK / OTHER

carhartt
Timberland PRO PRO SERIES MADE TO WORK
CAT
HARLEY-DAVIDSON MOTORCYCLES
LAPCO FR
AMERICAN WORKER HEAD-TO-TOE WORK WEAR
Bulwark FR
MAGNUM
JOHN DEERE
DEWALT
CAROLINA Built For Work.
ROCKY
CHIPPEWA BOOTS THE BEST. BY FAR.
WOLVERINE
Danner SINCE 1932
PASCO FR
Georgia Boot
UGG australia
Dr. Martens AirWair

= Private brands

HISTORY OF SOLID GROWTH

STORE COUNT

NET SALES ($MM)

ADJUSTED EBIT ($MM)[2]

ADJUSTED EBITDA ($MM)

Note: Fiscal year ends March. FY13 includes 29 stores acquired from RCC with 7 month net sales of $35.5 million. FY14 includes 30 stores acquired from Baskins with 10 month net sales of $63.4 million. Sheplers was acquired June 29, 2015, the beginning of Q2 FY16.

[1] The period from April 3, 2011 to December 11, 2011 is presented separately as the "Predecessor Period" and the period from December 12, 2011 to March 31, 2012 is presented separately as the "Successor Period" in the Company's SEC filings. References to fiscal 2012 in this presentation represent the sum of the results of the Predecessor Period and Successor Period and do not reflect any pro forma or other adjustments. [2] Defined as Adjusted EBITDA less depreciation and amortization.

COMPETITIVE LANDSCAPE

WESTERN WEAR CHAINS (ESTIMATED STORE COUNT)[1]

Geographic presence

3x as many stores as closest competitor

OTHER COMPETITORS

Farm supply stores

MURDOCH'S

TSC TRACTOR SUPPLY Co

Mass merchandisers

sears

JCPenney

Online

COUNTRY OUTFITTER — WE KNOW COUNTRY

Zappos.com

amazon

We are the largest western and work wear retailer in the U.S.

[1] Store count as of July 27, 2016.

BOOT BARN STRATEGIC POSITIONING

- Genuine lifestyle retail brand
- Clear national leader in a large and fragmented market niche
- Significant new store growth opportunity
- Great omni-channel brand…plus…leading pure play e-commerce brand
- Long history of same store sales growth
- Strong portfolio of exclusive private brands
- Loyal customer base
- Experienced management team and passionate organization

AGENDA

OVERVIEW OF BOOT BARN

STRATEGIC INITIATIVES

FINANCIAL UPDATE

STRATEGIC INITIATIVES

1. EXPAND OUR STORE BASE
2. DRIVE SAME STORE SALES GROWTH
3. BUILD OUT PRIVATE BRAND PORTFOLIO
4. GROW E-COMMERCE AND OMNI CHANNEL EXPERIENCE

1 OPPORTUNITY EXISTS TO DOUBLE CURRENT STORE COUNT

FY12

- 86 stores
- 8 states

FY13

- 117 stores
- 21 states

FY14

- 152 stores
- 23 states

CURRENT BOOT BARN

- 210 stores
- 29 states

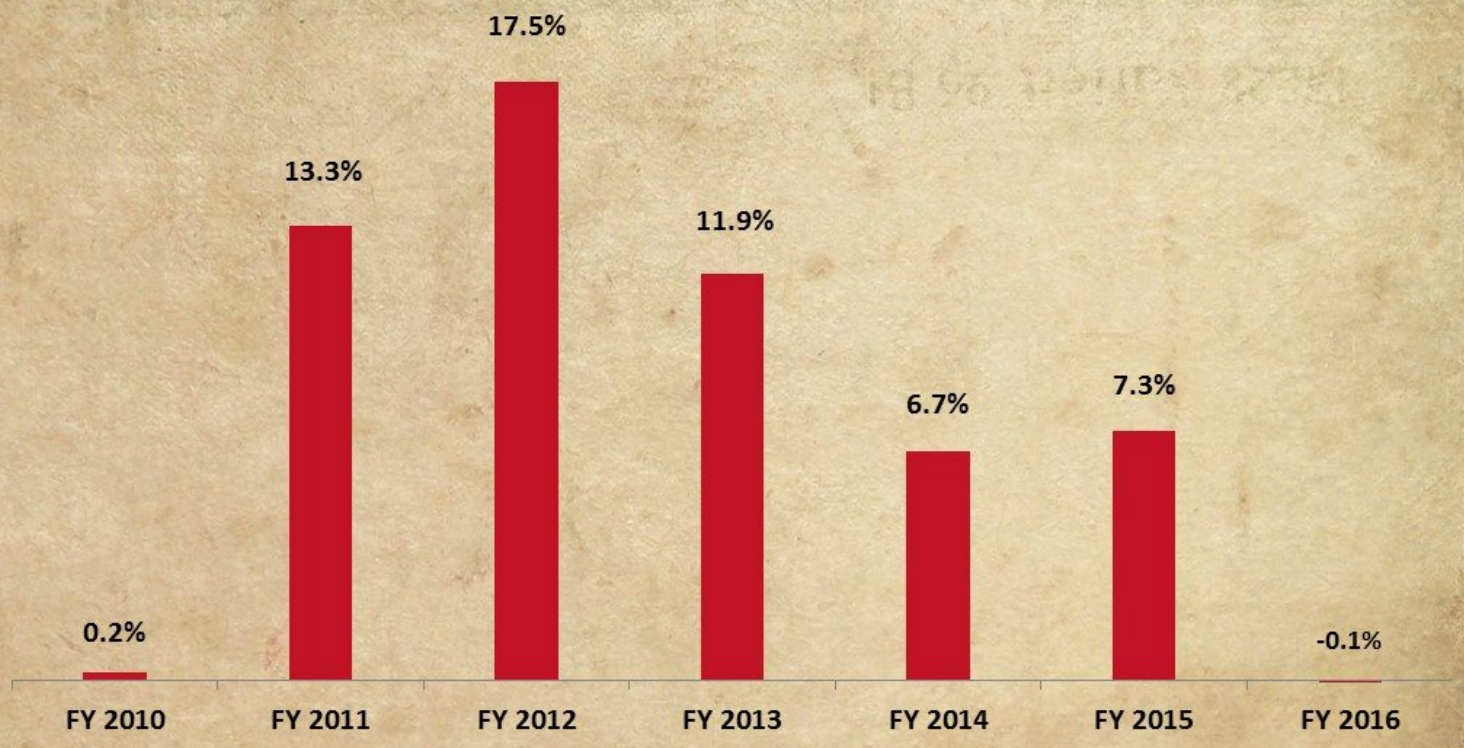
COMPELLING NEW STORE ECONOMICS

	GOALS
Store Size (sq. ft.)	10,000
Year 1 Net Sales	$1.7mm
Net Cash Investment[1]	$0.8mm
Cash on Cash Return (Yr. 1)	31.5%
Payback Period	~3 Years
Time between LOI & Opening	6 months

[1] Includes capital expenditures plus inventory (net of payables).

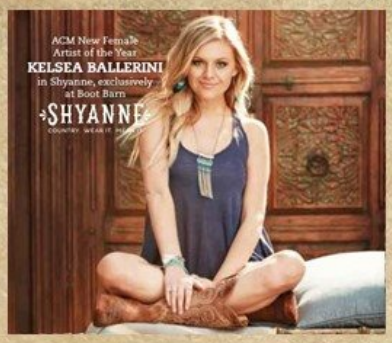
2 HISTORY OF POSITIVE SAME STORE SALES GROWTH

SAME STORE SALES HAS GROWN >8% ON AVERAGE FOR 7 YEARS



2 SSS GROWTH: MERCHANDISING INITIATIVES

Naming country music star Kelsea Ballerini as the face of Shyanne



Expanding performance work boots

Broadening men's western boots to include moccasins and other western styles

Introducing new festival wear

2 SSS GROWTH: OTHER INITIATIVES

Growing Commercial Accounts

- Store associates educating customers on commercial account opportunities
- An expanded work assortment and offering
- Improved work boot signage

Enhancing Customer Relationship Management

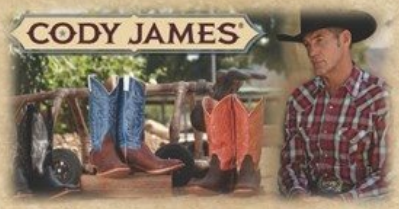
- Identify, segment & target new and core customer segments
- Continue to cultivate customer loyalty through B Rewarded
- Streamline communications with customer base

Improving Sales Training

- Focus on maximizing merchandise add-ons
- Provide better customer service
- Educate and engage the customer
- Encourage B Rewarded sign-ups

Upgrading our Ecommerce Platforms

3 HIGHLY SUCCESSFUL PRIVATE BRANDS



CORE BOOT BARN PRIVATE BRAND PENETRATION[1]

Private brands account for approximately 13% of store sales

[1] Excludes rebranded Sheplers stores.

4 LEADING OMNI CHANNEL & LEADING E-COMMERCE BRANDS

E-COMM SALES WITH SHEPLERS ($M)

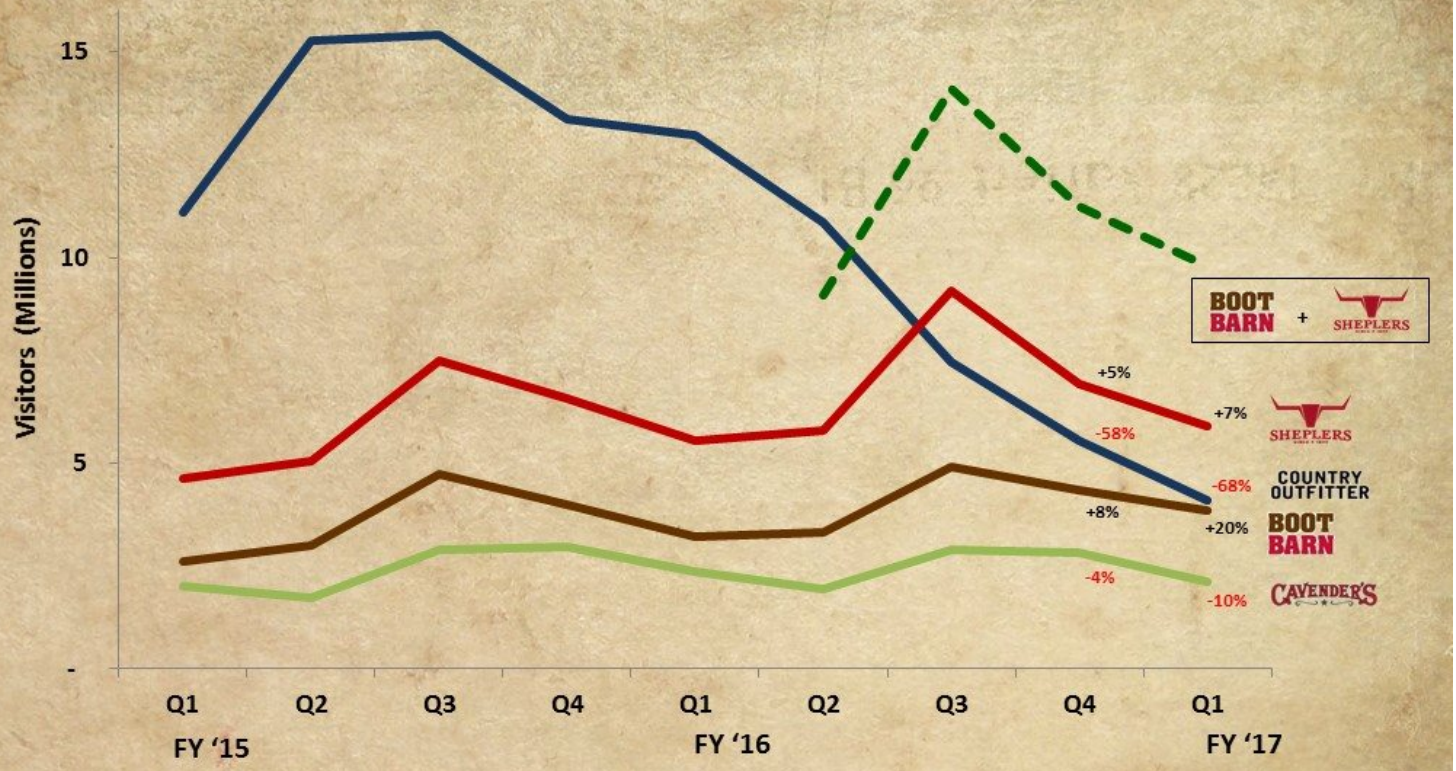
DUAL BRAND STRATEGY

Product / Lifestyle / Omni-Channel

Direct-to-Consumer / Promotional

[1] E-commerce sales for the year ended March 26, 2016, which does not include Sheplers e-commerce revenue for the first three months of the fiscal year, prior to the acquisition.

4 E-COMMERCE TRAFFIC BY DIRECT COMPETITOR



Estimated Traffic based on Alexa data

Sheplers and Boot Barn growing online traffic while direct competitors decline

AGENDA

OVERVIEW OF BOOT BARN

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FINANCIAL UPDATE

Q1 FY2017 RESULTS

- Net sales increased 39% to $133.4 million.
- Consolidated same store sales increased 0.4%.
- Net income was $0.6 million, or $0.02 per diluted share, compared to $2.3 million, or $0.08 per diluted share in the prior-year period.
- The Company opened two new stores.
- Inventories: Average inventory per store was flat compared to June 27, 2015.
- Total debt: $253.5 million
- Line of credit: $60.2 million outstanding on revolving credit facility[1]

[1] Presumes that the availability on the revolver totals $125 million.

APPENDIX

ADJUSTED EBITDA RECONCILIATION

(in thousands)	Fiscal Year Ended March 26, 2016	March 28, 2015	March 29, 2014	March 30, 2013	Successor Dec. 12, 2011 to Mar. 31, 2012	Predecessor Apr. 3, 2011 to Dec. 11, 2011
EBITDA Reconciliation:						
Net income	$ 9,868	$ 13,730	$ 5,660	$ 680	$ (4,601)	$ (660)
Income tax expense	7,443	8,466	3,321	826	(1,047)	(135)
Interest expense, net	12,923	13,291	11,594	7,415	1,442	3,684
Depreciation and intangible asset amortization	14,016	9,207	8,129	5,588	1,095	1,218
EBITDA	44,250	44,694	28,704	14,509	(3,111)	4,107
Non-cash stock-based compensation (a)	2,881	2,048	1,291	787	99	-
Non-cash accrual for future award redemptions (b)	4	(49)	591	219	384	470
Recapitalization expenses (c)	-	-	-	-	3,027	7,336
Acquisition-related expenses (d)	891	-	671	1,138	-	-
Acquisition-related integration costs (e)	10,338	-	6,167	2,061	-	-
Amortization of inventory fair value adjustment (f)	(500)	-	867	9,199	9,369	-
Loss on disposal of assets and contract termination costs (g)	1,373	134	1,980	322	17	4
Secondary offering costs (h)	317	541	-	-	-	-
Other due diligence expenses (i)	-	864	-	698	-	-
Adjusted EBITDA	$ 59,554	$ 48,232	$ 40,271	$ 28,933	$ 9,785	$ 11,917

(a) Represents non-cash compensation expenses related to stock options, restricted stock awards and restricted stock units granted to certain of our employees and directors.
(b) Represents the non-cash accrual for future award redemptions in connection with our customer loyalty program.
(c) Represents non-capitalized costs associated with the recapitalization with Freeman Spogli & Co. on December 12, 2011.
(d) Includes direct costs and fees related to the acquisitions of RCC, Baskins and Sheplers, which we acquired in August 2012, May 2013 and June 2015, respectively.
(e) Represents certain store integration, remerchandising, inventory obsolescence and corporate consolidation costs incurred in connection with the integration of RCC, Baskins and Sheplers, which we acquired in August 2012, May 2013 and June 2015, respectively. Fiscal 2016 includes an adjustment to normalize the gross margin impact of sales of discontinued inventory from Sheplers, which was sold at a discount or written off. The adjustment assumes such inventory was sold at Sheplers' normalized margin rate.
(f) Represents the amortization of purchase-accounting adjustments that adjusted the value of inventory acquired to its fair value.
(g) Represents loss on disposal of assets and contract termination costs from store closures and unused office and warehouse space.
(h) Represents professional fees and expenses incurred in connection with a Form S-1 Registration Statement filing in July 2015 and withdrawn in November 2015, and a secondary offering held in February 2015.
(i) Represents professional fees and expenses incurred in connection with a prior due diligence process of Sheplers.