

FORM 4

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

OMB APPROVAL
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[] 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 * STARRETT PETER (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 _____ Officer (give title below) _____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">9/4/2018</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 | 9/4/2018 | | M | | 59780 | A | \$9.21 | 68412 | D | |
| Common Stock | 9/4/2018 | | S (1) | | 59780 | D | \$29.4392 (2) | 8632 | D | |
| Common Stock | 9/4/2018 | | M | | 14945 | A | \$11.21 | 23577 | D | |
| Common Stock | 9/4/2018 | | S (1) | | 14945 | D | \$29.4392 (2) | 8632 | D | |
| Common Stock | | | | | | | | 5967 | I | By Trust (3) |

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 | \$9.21 | 9/4/2018 | | M | | 59780 | | (4) | 12/20/2022 | Common Stock | 59780 | \$0 | 0 | D | |
| Options | \$11.21 | 9/4/2018 | | M | | 14945 | | (4) | 12/20/2022 | Common Stock | 14945 | \$0 | 0 | D | |

Explanation of Responses:

- (1) All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Reflects the weighted average price of sales on September 4, 2018. The shares were sold in multiple transactions at prices ranging from \$28.78 to \$30.00, inclusive. The reporting person undertakes to provide to Boot Barn Holdings, Inc., any security holder of Boot Barn Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (3) By Peter Starrett as trustee of The Starrett Family Trust, Dated April 11, 1999.
- (4) The options were granted under the Company's 2011 Equity Incentive Plan and are fully vested and currently exercisable.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STARRETT PETER C/O BOOT BARN HOLDINGS, INC. 15345 BARRANCA PKWY IRVINE, CA 92618 | X | | | |

Signatures

/s/ Peter Starrett

9/4/2018

**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.