

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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">5/17/2018</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	5/17/2018		M		36972	A	\$5.47	36972	D	
Common Stock	5/17/2018		S (1)		36972	D	\$23.25	0	D	
Common Stock	5/17/2018		M		58875	A	\$6.00	58875	D	
Common Stock	5/17/2018		S (1)		58875	D	\$23.25	0	D	
Common Stock	5/17/2018		M		14945	A	\$7.47	14945	D	
Common Stock	5/17/2018		S (1)		14945	D	\$23.25	0	D	
Common Stock	5/17/2018		M		39250	A	\$8.00	39250	D	
Common Stock	5/17/2018		S (1)		39250	D	\$23.25	0	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	\$5.47	5/17/2018		M		36972		(2)	12/20/2022	Common Stock	36972	\$0	0	D	
Options	\$6.00	5/17/2018		M		58875		(2)	1/27/2022	Common Stock	58875	\$0	0	D	
Options	\$7.47	5/17/2018		M		14945		(2)	12/20/2022	Common Stock	14945	\$0	0	D	
Options	\$8.00	5/17/2018		M		39250		(2)	1/27/2022	Common Stock	39250	\$0	0	D	

Explanation of Responses:

- (1) Reflects the sale of shares of common stock 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.
- (2) 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

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.

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