
**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): June 2, 2021

ULTA BEAUTY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33764
(Commission
File Number)

38-4022268
(IRS Employer
Identification No.)

**1000 Remington Blvd., Suite 120, Bolingbrook,
Illinois 60440**
(Address of Principal Executive Offices and zip code)

(630) 410-4800
(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 C.F.R. §230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	ULTA	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously announced, effective June 2, 2021, Mary Dillon, formerly the CEO of Ulta Beauty, Inc. (the “Company”), transitioned to the newly created role of Executive Chair of the Board of Directors and David Kimbell, formerly the Company’s President, succeeded Mary Dillon as CEO of the Company. In connection with the foregoing, Mr. Kimbell’s base salary was increased to \$1,100,000 and Ms. Dillon’s annual cash retainer for serving as the Executive Chair of the Board of Directors was set at \$800,000.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 2, 2021, the Company held its 2021 annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the following proposals:

- The election of Catherine A. Halligan, David C. Kimbell, George R. Mrkonic and Lorna E. Nagler as Class II directors to hold office until the 2024 annual meeting of stockholders;
- The ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for its fiscal year 2021, ending January 29, 2022; and
- An advisory vote to approve the Company’s executive compensation.

As of the close of business on April 5, 2021, the record date for the determination of the stockholders entitled to notice of, and to vote at, the Annual Meeting, 55,388,750 shares of the Company’s common stock were outstanding and eligible to vote, with one vote for each share held. Approximately 88.77% of all shares were represented at the Annual Meeting in person or by proxy. The following are the final votes on the matters presented for stockholder consideration at the Annual Meeting:

Election of Directors

The stockholders elected Catherine A. Halligan, David C. Kimbell, George R. Mrkonic and Lorna E. Nagler as Class II directors to hold office until the 2024 annual meeting of stockholders. The results of the vote were as follows:

<u>Name</u>	<u>For</u>		<u>Withheld</u>		<u>Broker Non-Votes</u>	
	<u>Votes</u>	<u>Percentage⁽¹⁾</u>	<u>Votes</u>	<u>Percentage⁽¹⁾</u>	<u>Votes</u>	<u>Percentage⁽²⁾</u>
Catherine A. Halligan	43,586,471	95.11%	2,239,091	4.89%	3,345,505	N/A
David C. Kimbell	45,401,394	99.07%	424,168	0.93%	3,345,505	N/A
George R. Mrkonic	45,059,506	98.33%	766,056	1.67%	3,345,505	N/A
Lorna E. Nagler	44,956,599	98.10%	868,963	1.90%	3,345,505	N/A

Ratification of the Appointment of Ernst & Young LLP for Fiscal 2021

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for its fiscal year 2021, ending January 29, 2022. The results of the vote were as follows:

<u>For</u>		<u>Against</u>		<u>Abstain</u>		<u>Broker Non-Votes</u>	
<u>Votes</u>	<u>Percentage ⁽¹⁾</u>	<u>Votes</u>	<u>Percentage ⁽¹⁾</u>	<u>Votes</u>	<u>Percentage ⁽¹⁾</u>	<u>Votes</u>	<u>Percentage</u>
46,633,031	94.84%	2,476,859	5.04%	61,177	0.12%	0.00	0.00%

Advisory Vote to Approve the Company's Executive Compensation

The stockholders approved the Company's executive compensation. The results of the advisory vote were as follows:

<u>For</u>		<u>Against</u>		<u>Abstain</u>		<u>Broker Non-Votes</u>	
<u>Votes</u>	<u>Percentage ⁽¹⁾</u>	<u>Votes</u>	<u>Percentage ⁽¹⁾</u>	<u>Votes</u>	<u>Percentage ⁽¹⁾</u>	<u>Votes</u>	<u>Percentage ⁽²⁾</u>
41,163,006	89.83%	4,536,084	9.90%	126,472	0.27%	3,345,505	N/A

(1) Based on a total of all shares received and eligible to be counted as voted on this proposal at the Annual Meeting.

(2) "N/A" means that broker non-votes do not have any effect on the voting results on this proposal.

SIGNATURES

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

ULTA BEAUTY, INC.

Date: June 4, 2021

By: /s/ Jodi J. Caro

Jodi J. Caro
General Counsel, Chief Compliance Officer &
Corporate Secretary