

**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): January 9, 2026

**Boot Barn Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36711**  
(Commission  
File Number)

**90-0776290**  
(I.R.S. Employer  
Identification No.)

**17100 Laguna Canyon Road, Irvine, California**  
(Address of principal executive offices)

**92618**  
(Zip Code)

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

**Not Applicable**  
(Former Address)

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))

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, \$0.0001 par value	BOOT	New York Stock Exchange

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 2.02 Results of Operations and Financial Condition

On January 9, 2026, Boot Barn Holdings, Inc. (the “Company”) issued a press release announcing certain preliminary financial results for its third fiscal quarter ended December 27, 2025, in connection with its participation in the 2026 ICR Conference on Monday, January 12, 2026. The press release is attached hereto as Exhibit 99.1 and incorporated into this Item 2.02 by reference.

The information provided in this Item 2.02, including Exhibit 99.1, is intended to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

## Item 7.01 Regulation FD Disclosure.

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 and during participation at the 2026 ICR Conference. The Company is hosting a fireside chat at the 2026 ICR Conference on Monday, January 12, 2026 at 10:30 a.m. Eastern Time. The fireside chat will be webcast live over the internet and can also be accessed at <http://investor.bootbarn.com>. An online archive will be available for a period of 90 days following the Presentation. A copy of the Presentation is furnished herewith as Exhibit 99.2 and is incorporated into this Item 7.01 by reference.

The information furnished in this Item 7.01, including Exhibit 99.2, is being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any other filing under the Securities Act or the Exchange Act, except as 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](http://investor.bootbarn.com), although the Company reserves the right to discontinue that availability at any time. The website address included herein is an inactive textual reference only. The information contained on such website is not incorporated into this Current Report on Form 8-K.

## Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Description
Exhibit 99.1	<a href="#">Press release dated January 9, 2026.</a>
Exhibit 99.2	<a href="#">Supplemental Financial Presentation dated January 9, 2026.</a>
Exhibit 104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

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**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: January 9, 2026

By: /s/ James M. Watkins  
Name: James M. Watkins  
Title: Chief Financial Officer and Secretary

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# BOOT BARN®

## Boot Barn Holdings, Inc. Announces Preliminary Third Quarter Results and Participation in the 2026 ICR Conference

IRVINE, California – January 9, 2026—Boot Barn Holdings, Inc. (NYSE: BOOT) (the “Company,” “we,” “us,” and “our”) today announced preliminary results for the third quarter of fiscal year 2026 ended December 27, 2025 in advance of its participation in the ICR Conference on Monday, January 12, 2026. A Supplemental Financial Presentation is available at [investor.bootbarn.com](http://investor.bootbarn.com).

### Preliminary Results for the Third Quarter of Fiscal Year 2026

For the third quarter ended December 27, 2025, the Company expects to report:

- Net sales of approximately \$705.6 million, representing growth of 16.0% over the prior year.
- Same store sales growth of approximately 5.7%, with retail store same store sales growth of approximately 3.7% and e-commerce same store sales growth of approximately 19.6%.
- Income from operations of approximately \$114.8 million compared to \$99.5 million in the prior-year period. Included in income from operations in the prior-year period is a net benefit of \$6.7 million related to the forfeiture of unvested long-term equity incentive compensation and reversal of fiscal 2025 cash incentive bonus expense for the Company’s former Chief Executive Officer (“CEO”) following his resignation.
- Net income per diluted share of approximately \$2.79 based on 30.7 million weighted average diluted shares outstanding and a 25.2% effective tax rate, compared to net income per diluted share of \$2.43 in the prior-year period. Included in net income per diluted share in the prior-year period is a \$6.7 million, or \$0.22 per share, benefit related to the former CEO’s resignation.
- The Company opened 25 new stores in the third quarter, or 55 stores year-to-date, bringing its total store count to 514.

John Hazen, Chief Executive Officer, commented, “I am very pleased to report that preliminary third quarter results exceeded our expectations while cycling very strong business in the prior-year period. Consolidated same store sales in the third quarter increased 5.7% with broad-based growth across all geographies and major merchandise categories. During the quarter, our men’s and ladies’ western boots businesses comped high-single-digits while our men’s and ladies’ apparel businesses slightly outperformed the chain average, led by mid-teens same store sales growth in denim. We were also pleased to see work boots comp mid-single-digit positive during the quarter. In addition to solid top-line sales growth, merchandise margin increased 110 basis points compared to the prior-year period due to buying economies of scale, supply chain efficiencies, and growth in exclusive brand penetration, which drove earnings per diluted share meaningfully above our guidance range. After another successful holiday quarter, I am pleased to see our fourth quarter off to a strong start as the sales momentum from the third quarter has accelerated into early January. I am confident our team has the business well-positioned to deliver a strong finish to our fiscal year.”

The foregoing expected results are preliminary and remain subject to the completion of normal quarter-end accounting procedures and closing adjustments. The Company currently plans to report third quarter results on February 4, 2026, at which time it also intends to provide fourth quarter guidance.

### 2026 ICR Conference

The Company will be hosting a fireside chat at the 2026 ICR Conference on Monday, January 12, 2026 at 10:30 a.m. Eastern Time. The fireside chat will be webcast live over the internet and can also be accessed at <http://investor.bootbarn.com>. An online archive will be available for a period of 90 days on the investor page of the Company’s website.

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## **About Boot Barn**

Boot Barn is the nation's leading lifestyle retailer of western and work-related footwear, apparel and accessories for men, women and children. The Company offers its loyal customer base a wide selection of work and lifestyle brands. As of the date of this release, Boot Barn operates 515 stores in 49 states. For more information, call 888-Boot-Barn or visit [www.bootbarn.com](http://www.bootbarn.com).

## **Forward Looking Statements**

This press release contains forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical fact included in this press release are forward-looking statements. Forward-looking statements refer to the Company's current expectations and projections relating to, by way of example and without limitation, the Company's financial condition, liquidity, profitability, results of operations, margins, plans, objectives, strategies, future performance, business, and industry. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate", "estimate", "expect", "project", "plan", "intend", "believe", "may", "might", "will", "could", "should", "can have", "likely", "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 that they believe are appropriate under the circumstances. As you consider this press release, 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: decreases in consumer spending due to declines in consumer confidence, local economic conditions, or changes in consumer preferences; the impact that import tariffs and other trade restrictions imposed by the U.S., China, or other countries have had, and may continue to have, on our product costs and changes to U.S. or other countries' trade policies and tariff and import/export regulations; the Company's ability to effectively execute on its growth strategy; and the Company's failure 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 press release after the date of this press release.

### **Investor Contact:**

ICR, Inc.  
Brendon Frey, 203-682-8216  
[BootBarnIR@icrinc.com](mailto:BootBarnIR@icrinc.com)

or

### **Company Contact:**

Boot Barn Holdings, Inc.  
Mark Dedovesh, 949-453-4489  
Senior Vice President, Investor Relations & Financial Planning  
[BootBarnIRMedia@bootbarn.com](mailto:BootBarnIRMedia@bootbarn.com)

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# BOOT BARN®

*Offering everyone a piece of the American spirit—one handshake at a time.*



ICR CONFERENCE  
JANUARY 2026

# Important Information

## **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. Forward-looking statements refer to the Boot Barn Holdings, Inc.'s (the "Company," "Boot Barn," "BOOT," "we," "us," and "our,") current expectations and projections relating to, by way of example and without limitation, the Company's financial condition, liquidity, profitability, results of operations, margins, plans, objectives, strategies, future performance, business, and industry. You can identify forward-looking statements by the fact that they generally do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "might," "will," "could," "should," "can have," "likely," "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 that 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: decreases in consumer spending due to declines in consumer confidence, local economic conditions, or changes in consumer preferences; the impact that import tariffs and other trade restrictions imposed by the U.S., China, or other countries have had, and may continue to have, on our product costs and changes to U.S. or other countries' trade policies and tariff and import/export regulations; the Company's ability to effectively execute on its growth strategy; and the Company's failure 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.

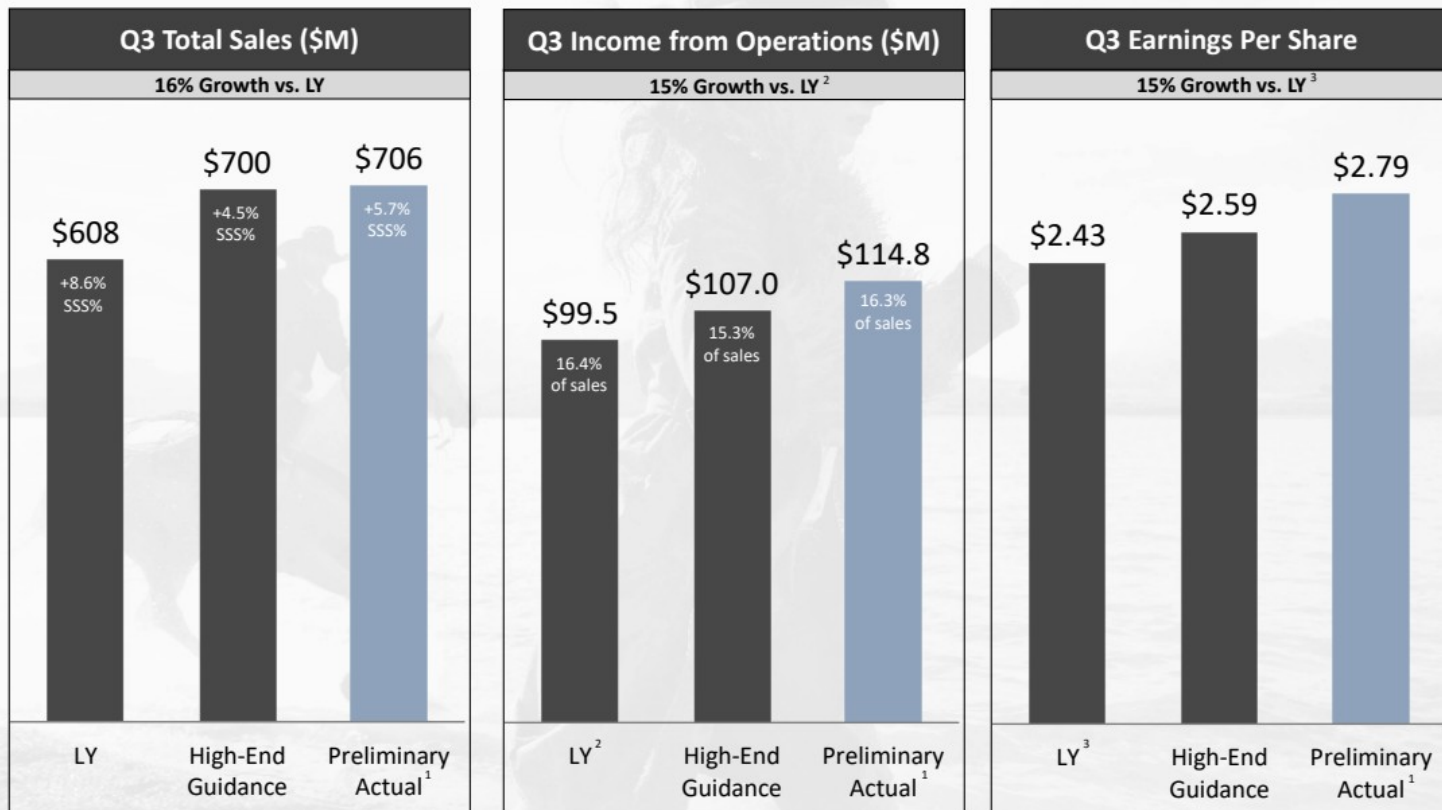
## **Recent Developments**

Our business and opportunities for growth depend on consumer discretionary spending, and as such, our results are particularly sensitive to economic conditions and consumer confidence. Inflation, changes to U.S. or other countries' trade policies and tariff and import/export regulations, and other challenges affecting the global economy could impact our operations and will depend on future developments, which are uncertain. These and other effects make it more challenging for us to estimate the future performance of our business, particularly over the near-to-medium term. For further discussion of the uncertainties and business risks affecting the Company, see the sections captioned "Risk factors" in our periodic reports filed with the Securities and Exchange Commission.

## **Q3 Fiscal 2026 Preliminary Results**

The foregoing Q3 FY26, Q3 YTD FY26, and Q3 FY26 TTM (trailing twelve months) results are preliminary and remain subject to the completion of normal quarter end accounting procedures and closing adjustments. The Company currently plans to report third quarter results on February 4, 2026.

# Q3 Fiscal 2026 Financial Results

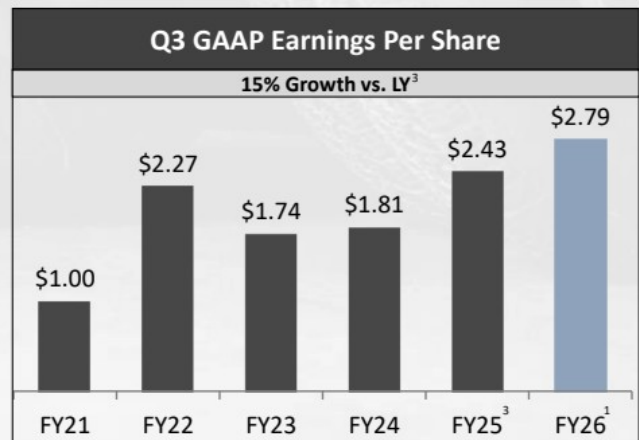
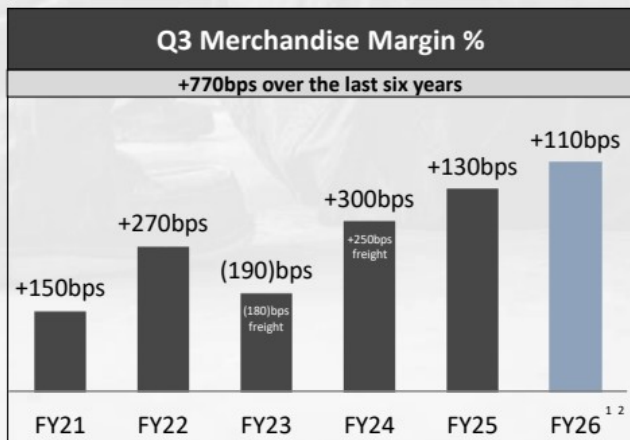
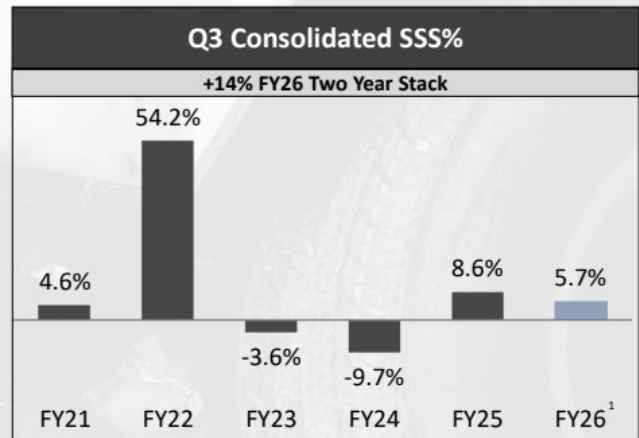
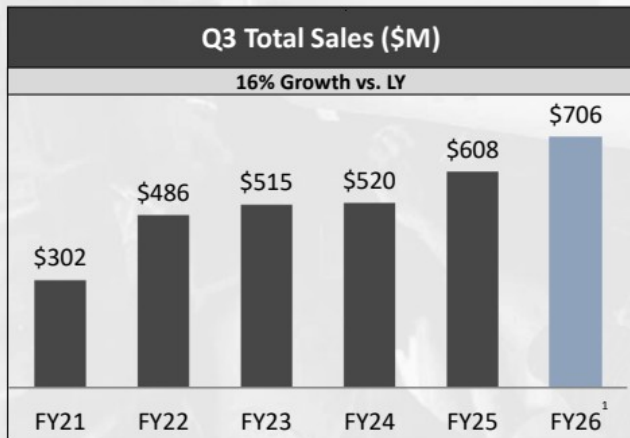


<sup>1</sup>All Q3 Fiscal 2026 financial results are preliminary and contain the Company's best estimate for the quarter ended December 27, 2025.

<sup>2</sup>Included in third quarter Fiscal 2025 income from operations is a net benefit of \$6.7 million related to the Chief Executive Officer ("CEO") transition. This benefit primarily relates to the forfeiture of unvested long-term equity incentive compensation and reversal of Fiscal 2025 cash incentive bonus expense for the Company's former CEO. These expenses were not deductible for income taxes.

<sup>3</sup>Included in third quarter Fiscal 2025 net income per diluted share is an estimated \$0.22 benefit related to the CEO transition.

# Q3 Fiscal 2026 Financial Results



<sup>1</sup>All Q3 Fiscal 2026 financial results are preliminary and contain the Company's best estimate for the quarter ended December 27, 2025.

<sup>2</sup>The estimated 110 basis points of merchandise margin expansion was primarily driven by buying economies of scale, supply chain efficiencies, and growth in exclusive brand penetration.

<sup>3</sup>Included in third quarter Fiscal 2025 net income per diluted share is an estimated \$0.22 benefit related to the CEO transition.

# Over a Decade of Strong Sales Growth

Total Sales (\$M)



<sup>1</sup>Fiscal 2017 and Fiscal 2023 were 53-week years.

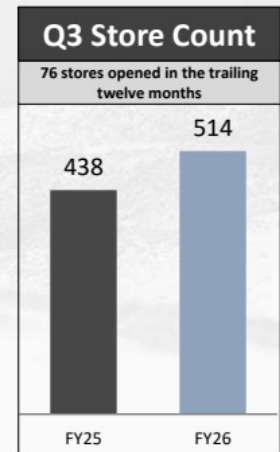
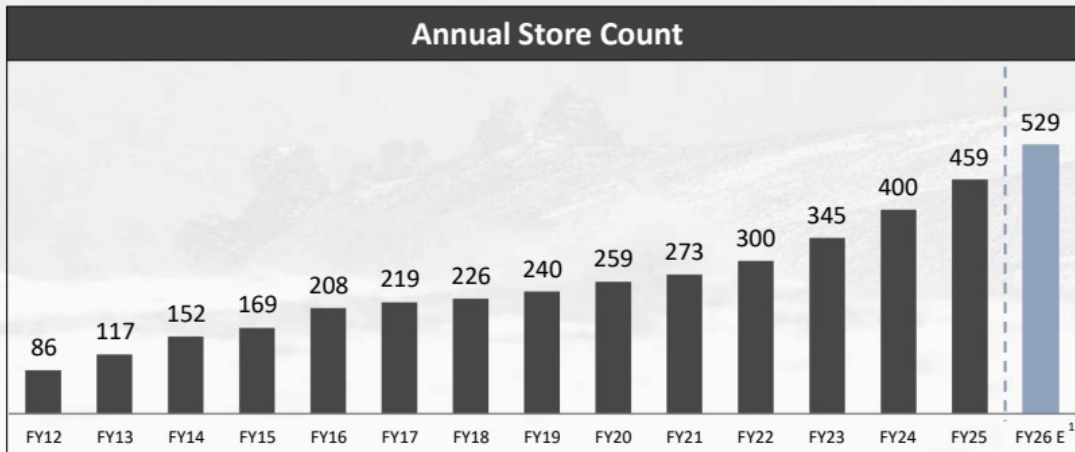
<sup>2</sup>All Q3 Fiscal 2026 financial results are preliminary and contain the Company's best estimate for the quarter ended December 27, 2025.

# Strategic Initiatives Update

- 1 **New Stores**
- 2 **Same Store Sales**
- 3 **Omni-Channel**
- 4 **Merchandise Margin & Exclusive Brands**

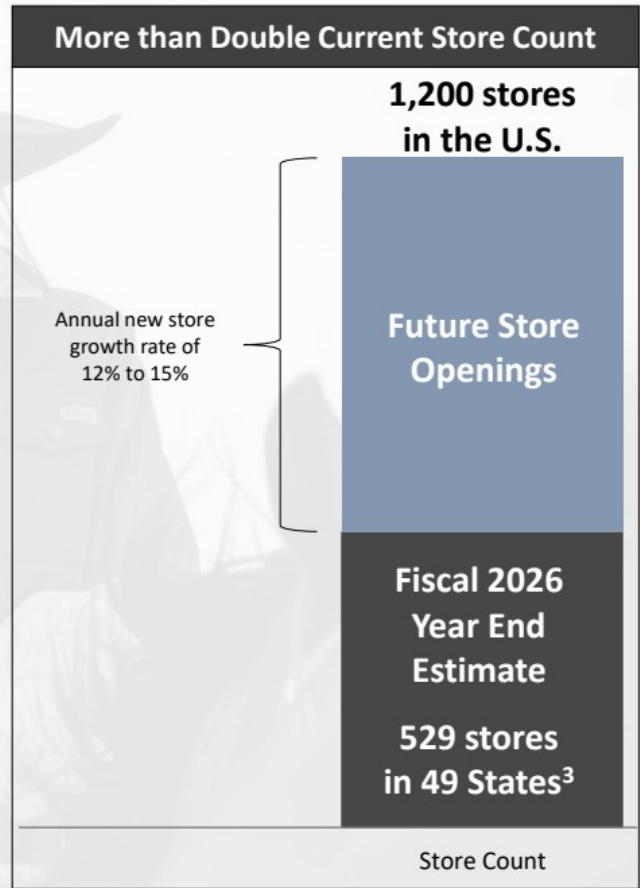
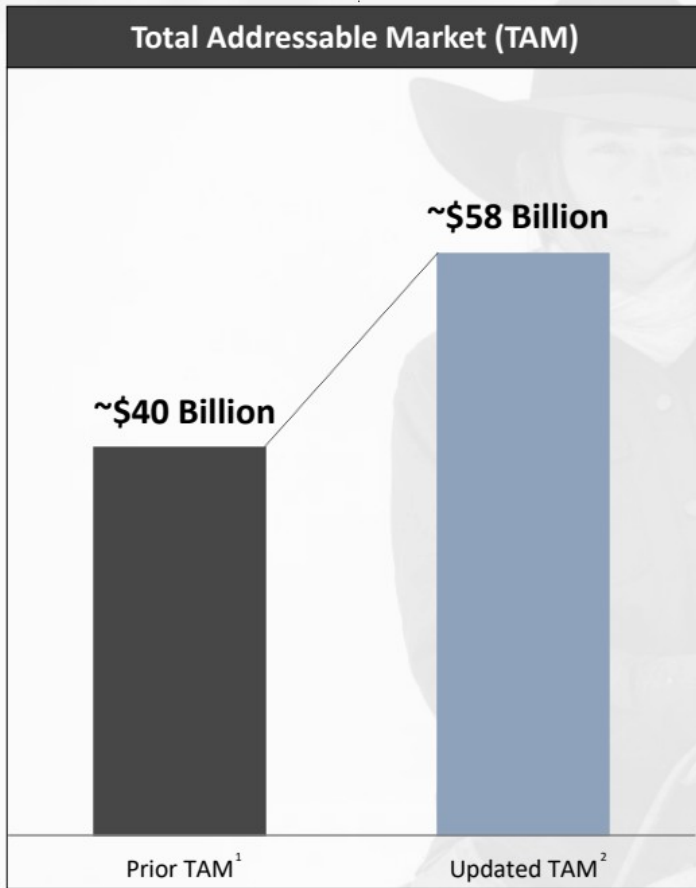
# ① New Store Economics

Metrics	FY26 Guidance
Selling Square Feet	~12,000
Year 1 Net Sales	~\$3.2M
Net Capital Investment	~\$0.9M
Net Inventory Investment	~\$0.8M
Total Net Investment	~\$1.7M
Year 1 Cash on Cash Return	~53%
Payback Period	~1.8 years



<sup>1</sup>Represents the Company's guidance to open a total of 15% new stores in Fiscal 2026, as provided on its second quarter earnings call held on October 29, 2025.

# ① Total Addressable Market & U.S. Store Count Potential



<sup>1</sup>Prior estimated TAM calculated by an independent third party in April 2022.

<sup>2</sup>Updated estimated TAM calculated by an independent third party in August 2025.

<sup>3</sup>Represents the Company's guidance to open a total of 15% new stores in Fiscal 2026, as provided on its second quarter earnings call held on October 29, 2025.

# ① Investing in Stores



# ① Investing in Stores



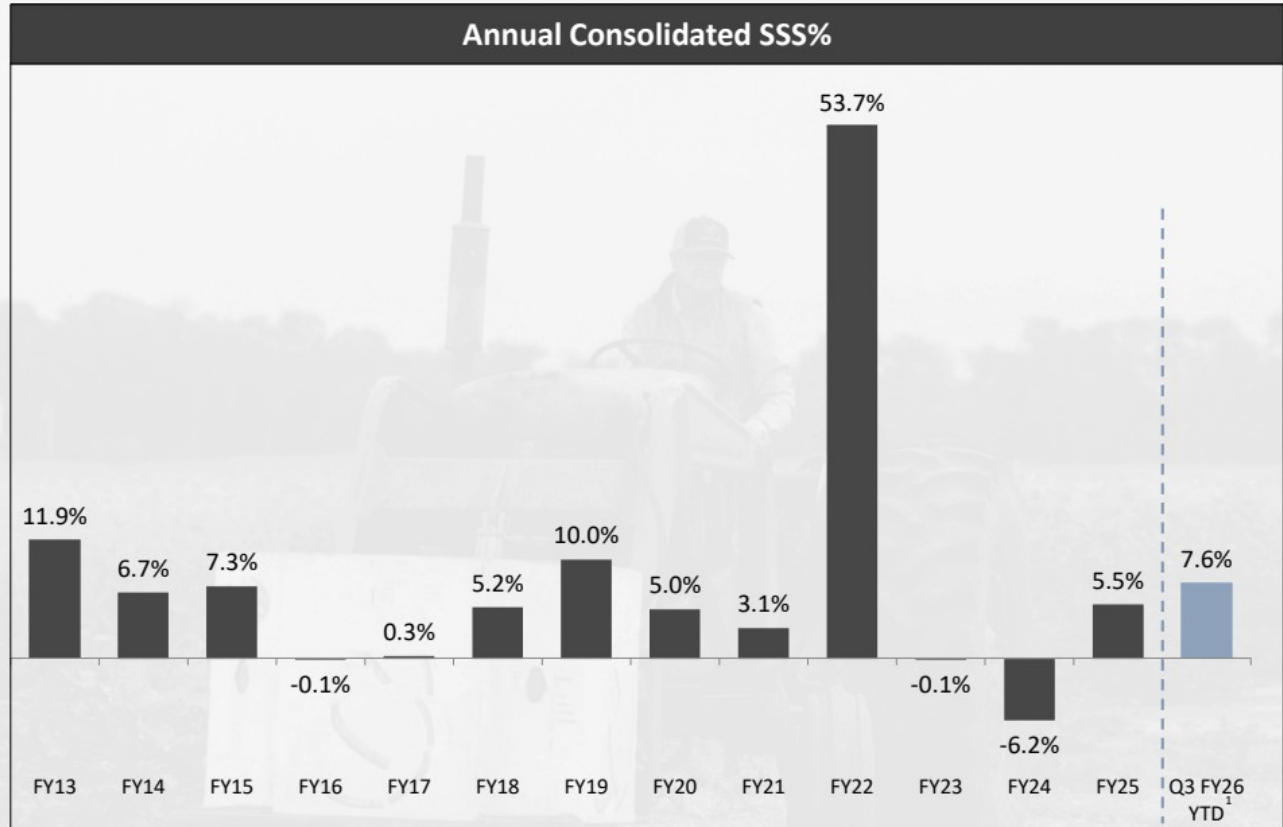
# ① Investing in Stores



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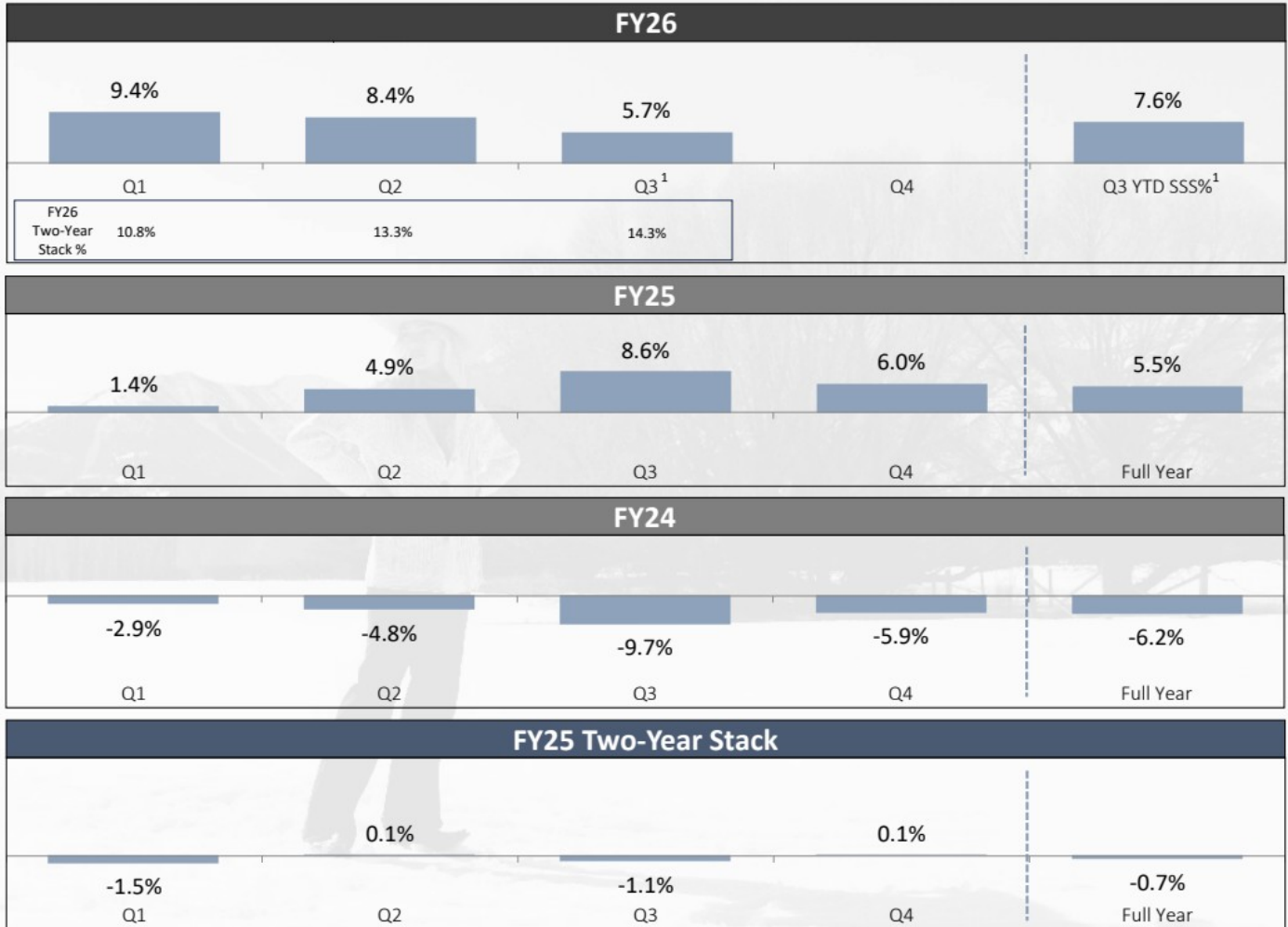


## ② Annual Same Store Sales Growth



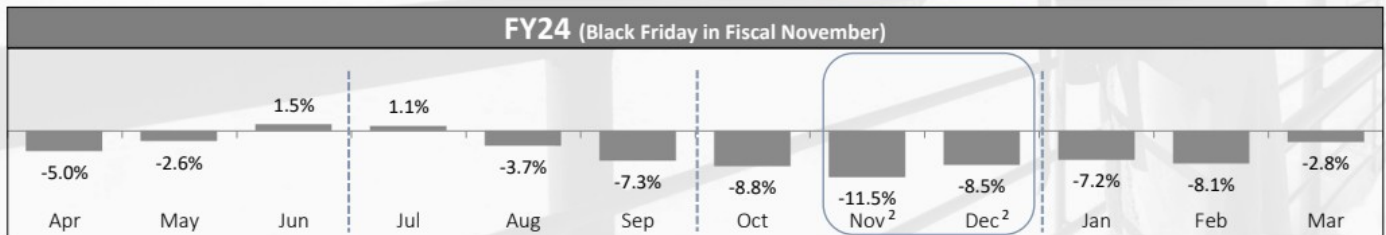
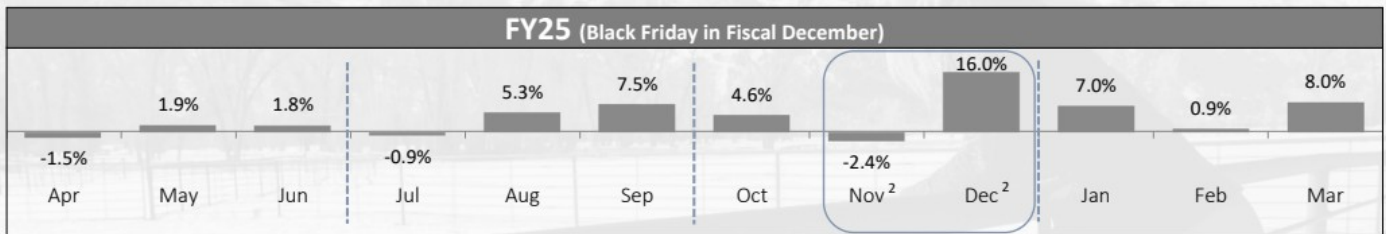
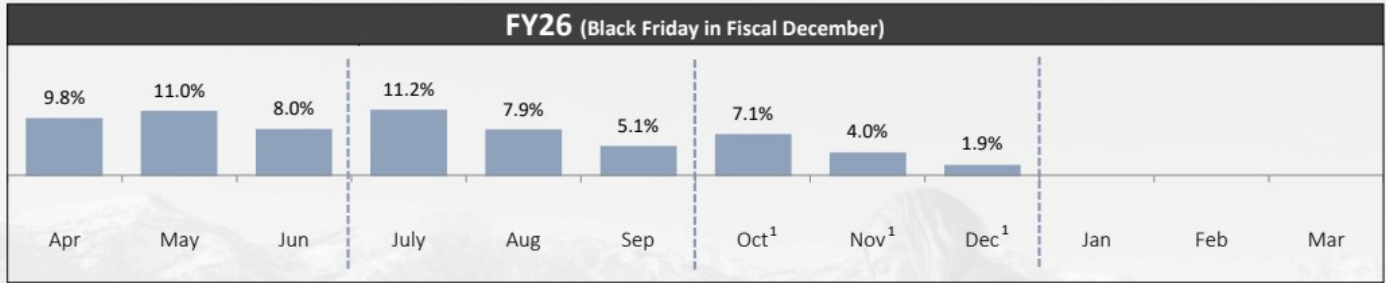
<sup>1</sup>All Q3 Fiscal 2026 financial results are preliminary and contain the Company's best estimate for the quarter ended December 27, 2025.

## ② Consolidated SSS% by Quarter



<sup>1</sup>All Q3 Fiscal 2026 financial results are preliminary and contain the Company's best estimate for the quarter ended December 27, 2025.

## ② Store SSS% by Month



<sup>1</sup>All Q3 Fiscal 2026 financial results are preliminary and contain the Company's best estimate for the quarter ended December 27, 2025.

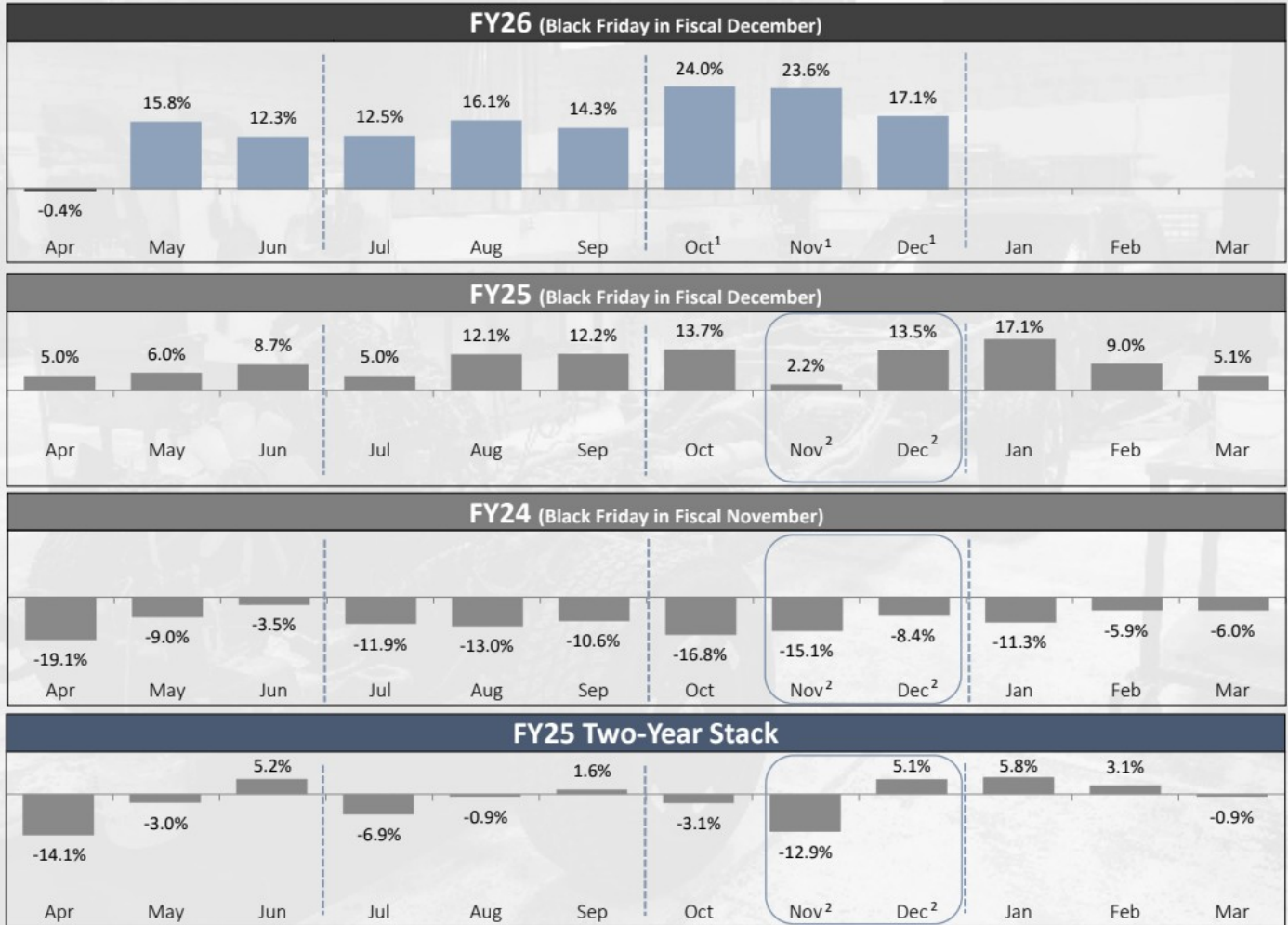
<sup>2</sup>Thanksgiving and Black Friday shifted from Fiscal November FY24 into Fiscal December FY25.

### ③ Omni-Channel Capabilities



Drive Store Traffic	Deliver Digital Experience in Stores
<ul style="list-style-type: none"><li>• Bring Long Tail to Stores</li><li>• Ship to Store / BOPIS</li><li>• Return in Store</li></ul>	<ul style="list-style-type: none"><li>• Mobile App</li><li>• Range Finder (AI-enabled)</li><li>• WHIP (endless aisle)</li><li>• Cassidy (in-store consumer AI solution)</li></ul>
Fulfill Online Demand Efficiently	Drive Online Profitability
<ul style="list-style-type: none"><li>• DC Fulfillment</li><li>• Store Fulfillment</li><li>• Same Day Delivery</li></ul>	<ul style="list-style-type: none"><li>• Boot Barn retail price consistent across channels</li><li>• Infrequent promotions</li><li>• Profitable ROAS standard</li><li>• Maximize clearance margin</li></ul>

### ③ Ecommerce SSS% by Month



<sup>1</sup>All Q3 Fiscal 2026 financial results are preliminary and contain the Company's best estimate for the quarter ended December 27, 2025.

<sup>2</sup>Thanksgiving and Black Friday shifted from Fiscal November FY24 into Fiscal December FY25.

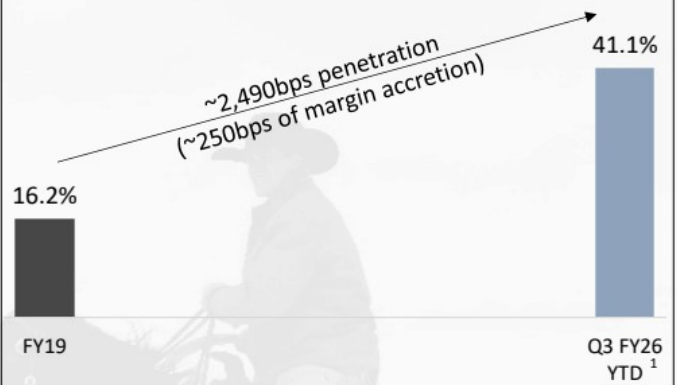
# ④ Margin Expansion & Exclusive Brands Growth

## Exclusive Brands



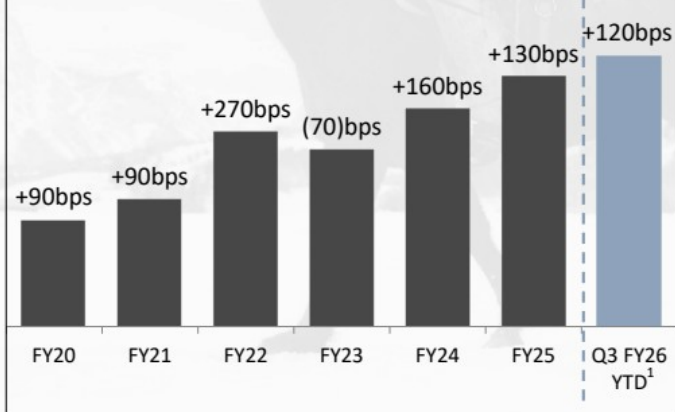
## Exclusive Brands (EB) Penetration Growth

Margin enhancement ~1,000bps vs. 3<sup>rd</sup> party brands



## Merchandise Margin Growth

Estimated 790bps of Total Merchandise Margin Expansion



## Exclusive Brands (EB) is Only 1/3 of Margin Appreciation

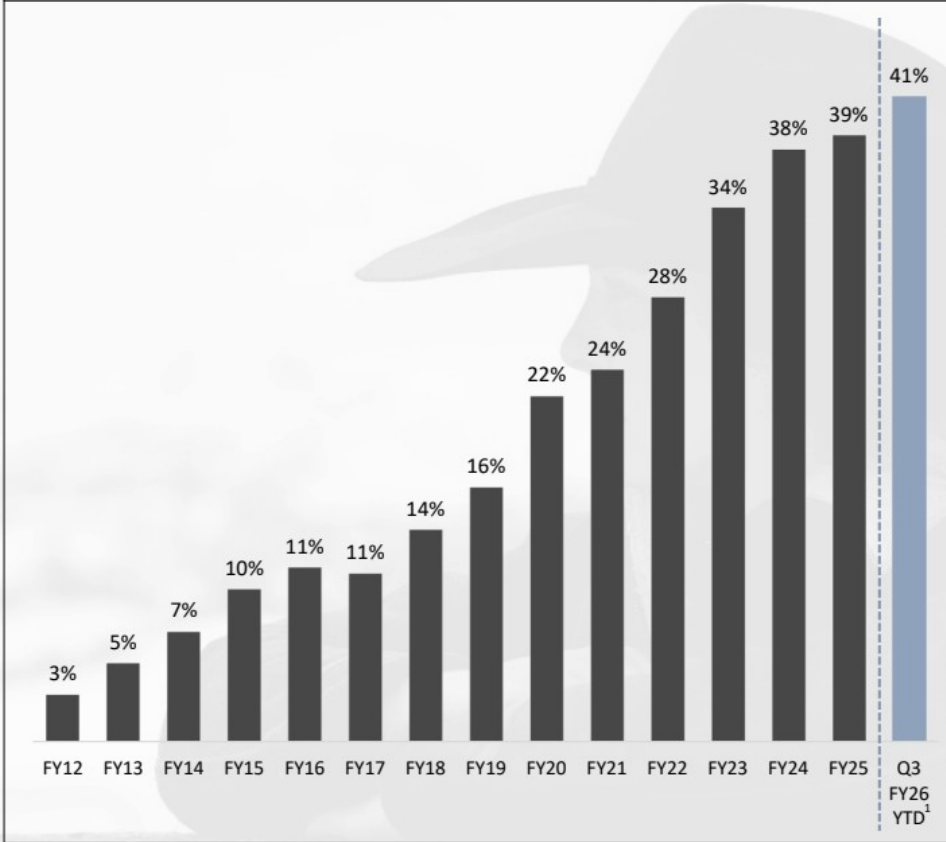


<sup>1</sup>All Q3 Fiscal 2026 financial results are preliminary and contain the Company's best estimate for the quarter ended December 27, 2025.

# ④ Exclusive Brands Penetration Growth

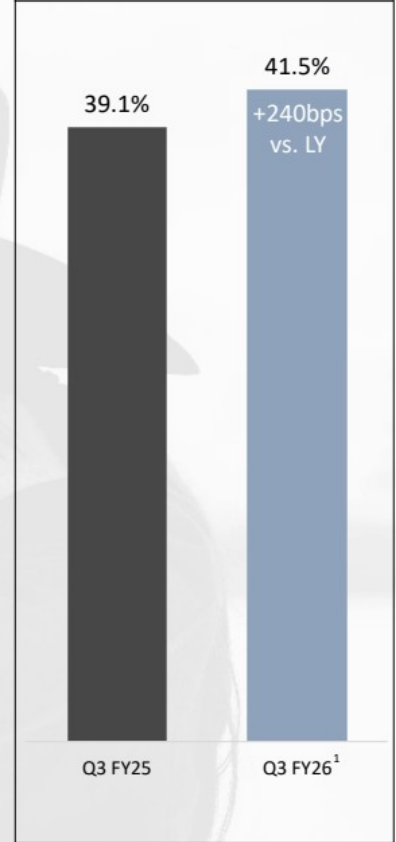
## Exclusive Brands Penetration %

Margin enhancement ~1,000 bps vs. 3<sup>rd</sup> party brands



## Q3 Exclusive Brands Penetration %

Margin enhancement ~1,000 bps vs. 3<sup>rd</sup> party brands



<sup>1</sup>All Q3 Fiscal 2026 financial results are preliminary and contain the Company's best estimate for the quarter ended December 27, 2025.

# BOOT BARN®

[investor.bootbarn.com](http://investor.bootbarn.com)

