

Kimbell David C
 Form 4
 March 27, 2019

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kimbell David C

(Last) (First) (Middle)

1000 REMINGTON BLVD, SUITE 120

(Street)

BOLINGBROOK, IL 60440

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Ulta Beauty, Inc. [ULTA]

3. Date of Earliest Transaction (Month/Day/Year)
 03/25/2019

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing (Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 or Price		
Common Stock	03/25/2019		M		2,811 A \$ 98.64	13,716	D
Common Stock	03/25/2019		M		1,969 A \$ 97.89	15,685	D
Common Stock	03/25/2019		M		3,631 A \$ 151.2	19,316	D
Common Stock	03/25/2019		M		7,041 A \$ 191.76	26,357	D
Common Stock	03/25/2019		S		15,452 D \$ 333.4951	10,905	D

(1)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 98.64	03/25/2019		M	2,811	⁽²⁾ 03/18/2024	Common Stock	2,811
Stock Option (right to buy)	\$ 97.89	03/25/2019		M	1,969	⁽³⁾ 03/28/2024	Common Stock	1,969
Stock Option (right to buy)	\$ 151.2	03/25/2019		M	3,631	⁽⁴⁾ 03/27/2025	Common Stock	3,631
Stock Option (right to buy)	\$ 191.76	03/25/2019		M	7,041	⁽⁵⁾ 03/25/2026	Common Stock	7,041

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kimbell David C 1000 REMINGTON BLVD SUITE 120 BOLINGBROOK, IL 60440			See Remarks	

Signatures

/s/ Jodi J. Caro, as attorney-in-fact for David C.
Kimbell

03/27/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
The price reported in Column 4 is a weighted average price. The prices actually received ranged from \$332.400 to \$334.665. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.
- (1) The options, representing a right to purchase a total of 11,241 shares, vest 25% beginning on each anniversary date of the 3/18/2014 grant date.
- (2) The options, representing a right to purchase a total of 7,874 shares, vest 25% beginning on 3/16/2015 and on each anniversary date thereafter.
- (3) The options, representing a right to purchase a total of 3,631 shares, vest 25% beginning on 3/15/2016 and on each anniversary date thereafter.
- (4) The options, representing a right to purchase a total of 9,388 shares, vest in 25% increments beginning on 3/15/2017 and each anniversary thereafter through 3/15/2020.
- (5)

Remarks:

Chief Merchandising and Marketing Officer

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