

Boot Barn Holdings, Inc.
Form 4/A
February 22, 2016

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 *
FS Equity Partners VI, L.P.

2. Issuer Name and Ticker or Trading Symbol
Boot Barn Holdings, Inc. [BOOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2016

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

C/O BOOT BARN HOLDINGS, INC., 15776 LAGUNA CANYON ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/16/2016

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

IRVINE, CA 92618

(City) (State) (Zip)

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 | (A) or (D) | Price | | | |
| Common Stock | 02/11/2016 | | P | | 144,769 (1) | A | \$ 8.2977 (2) | 13,201,964 | I | By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. (3) |
| Common Stock | 02/12/2016 | | P | | 23,039 (1) | A | \$ 8.2198 (4) | 13,225,003 | I | By FS Equity Partners |

| | | | | | | | | |
|--------------|---------------------------|---|------------------------------------|---|----------------------------|------------|---|---|
| Common Stock | 02/16/2016 ⁽⁵⁾ | P | 3,921 ⁽¹⁾ <u>(5)</u> | A | \$ 7.9027 <u>(6)</u> | 13,228,924 | I | VI, L.P. and FS Affiliates VI, L.P. <u>(3)</u> By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. <u>(3)</u> |
|--------------|---------------------------|---|------------------------------------|---|----------------------------|------------|---|---|

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

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.

SEC 1474
(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FS Equity Partners VI, L.P.
C/O BOOT BARN HOLDINGS, INC.
15776 LAGUNA CANYON ROAD
IRVINE, CA 92618

X

Signatures

/s/ Brad
Brutocao

02/22/2016

__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).

(1) Reflects the purchase of shares of common stock by FS Equity Partners VI, L.P. in open market transactions.

Reflects the weighted average price of purchases on February 11, 2016. The shares were acquired in multiple transactions at prices

(2) ranging from \$8.10 to \$8.35, inclusive. The reporting persons undertake 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 acquired at each separate price within such range.

FS Capital Partners VI, LLC is the general partner of each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. Following the completion of the purchases reported on this Form 4, FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. is the record holder of

(3) 12,722,327 and 506,597 shares, respectively. The general partners disclaim beneficial ownership of the shares held by each of FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. Each of Messrs. James Frederick Simmons and Brad Brutocao is a director of the issuer and managing member of FS Capital Partners VI, LLC and as such may be deemed to be a beneficial owner of the shares. Each of Messrs. Simmons and Brutocao disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest in them.

Reflects the weighted average price of purchases on February 12, 2016. The shares were acquired in multiple transactions at prices

(4) ranging from \$8.15 to \$8.25, inclusive. The reporting persons undertake 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 acquired at each separate price within such range.

The date of these purchases was incorrectly reported as February 13, 2016 on the reporting persons' original Form 4 filed on February 16,

(5) 2016 and the number of shares purchased was incorrectly reported as 3,912, which is 9 shares lower than the correct number of shares purchased on February 16, 2016. The total number of shares reported in the table and in footnote 3 above has also been adjusted to reflect the correction.

Reflects the weighted average price of purchases on February 16, 2016. The shares were acquired in multiple transactions at prices

(6) ranging from \$7.84 to \$8.05, inclusive. The reporting persons undertake 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 acquired at each separate price within such range.

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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