

Boot Barn Holdings, Inc.  
Form 8-K  
September 15, 2015

**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): **September 10, 2015**

**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.)

**15776 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 name or former address, if changed since last report)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders**

The annual meeting of stockholders of Boot Barn Holdings, Inc. (the Company) was held on September 10, 2015. At the annual meeting, the Company's stockholders voted on two proposals and cast their votes as follows:

**Proposal 1: Election of Directors**

The stockholders elected all of management's nominees for election as directors. The results of the vote taken were as follows:

| <b>Directors</b>     | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Vote</b> |
|----------------------|------------|-----------------|------------------------|
| Greg Bettinelli      | 23,549,080 | 340,842         | 1,305,600              |
| Brad J. Brutocao     | 22,748,832 | 1,141,090       | 1,305,600              |
| James G. Conroy      | 23,549,080 | 340,842         | 1,305,600              |
| Christian B. Johnson | 21,870,976 | 2,018,946       | 1,305,600              |
| Brenda I. Morris     | 22,764,312 | 1,125,610       | 1,305,600              |
| J. Frederick Simmons | 23,533,600 | 356,322         | 1,305,600              |
| Peter Starrett       | 23,548,575 | 341,347         | 1,305,600              |

**Proposal 2: Ratification of Appointment of Independent Auditor**

The stockholders ratified the selection, by the Audit Committee of the Board of Directors, of Deloitte & Touche LLP, an independent registered public accounting firm, as auditors of the Company for the fiscal year ending March 26, 2016. The results of the vote taken were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 24,794,585 | 107,587        | 293,350        | Not applicable         |

**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: September 14, 2015

By: /s/ Gregory V. Hackman  
Name: Gregory V. Hackman  
Title: Chief Financial Officer