

Boot Barn Holdings, Inc.
Form SC 13D/A
January 26, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Boot Barn Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

099406 10 0

(CUSIP Number)

William Wardlaw

FS Capital Partners VI, LLC

11100 Santa Monica Boulevard, Suite 1900

Los Angeles, California 90025

Tel No. (310) 444-1822

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 22, 2018

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 099406 10 0

1	Names of Reporting Persons. FS Capital Partners VI, LLC								
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o								
3	SEC Use Only								
4	Source of Funds (See Instructions) WC								
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o								
6	Citizenship or Place of Organization Delaware								
Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power 7,021,771</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power 0</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power 7,021,771</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power 0</td> </tr> </table>	7	Sole Voting Power 7,021,771	8	Shared Voting Power 0	9	Sole Dispositive Power 7,021,771	10	Shared Dispositive Power 0
7	Sole Voting Power 7,021,771								
8	Shared Voting Power 0								
9	Sole Dispositive Power 7,021,771								
10	Shared Dispositive Power 0								
11	Aggregate Amount Beneficially Owned by Each Reporting Person 7,021,771								
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o								
13	Percent of Class Represented by Amount in Row (11) 25.89 %(1)								
14	Type of Reporting Person (See Instructions) OO								

(1) Percentage ownership is based upon 27,123,598 outstanding shares of Common Stock of the Issuer as of January 22, 2018, as reported in the Issuer's Final Prospectus dated January 17, 2018 filed with the Securities and Exchange Commission (the "SEC") on January 19, 2018, giving effect to the issuance of 63,441 shares upon the exercise of the underwriters' option to purchase additional shares, which was announced in the Issuer's Current Report on Form 8-K filed with the SEC on January 19, 2018.

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CUSIP No. 099406 10 0

1	Names of Reporting Persons. FS Equity Partners VI, L.P.								
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o								
3	SEC Use Only								
4	Source of Funds (See Instructions) WC								
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o								
6	Citizenship or Place of Organization Delaware								
Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power 6,735,648</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power 0</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power 6,735,648</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power 0</td> </tr> </table>	7	Sole Voting Power 6,735,648	8	Shared Voting Power 0	9	Sole Dispositive Power 6,735,648	10	Shared Dispositive Power 0
7	Sole Voting Power 6,735,648								
8	Shared Voting Power 0								
9	Sole Dispositive Power 6,735,648								
10	Shared Dispositive Power 0								
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,735,648								
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o								
13	Percent of Class Represented by Amount in Row (11) 24.83%(2)								
14	Type of Reporting Person (See Instructions) PN								

(2) Percentage ownership is based upon 27,123,598 outstanding shares of Common Stock of the Issuer as of January 22, 2018 as reported in the Issuer's Final Prospectus dated January 17, 2018 filed with the SEC on January 19, 2018, giving effect to the issuance of 63,441 shares upon the exercise of the underwriters' option to purchase additional shares, which was announced in the Issuer's Current Report on Form 8-K filed with the SEC on January 19, 2018.

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CUSIP No. 099406 10 0

1	Names of Reporting Persons. FS Affiliates VI, L.P.								
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o								
3	SEC Use Only								
4	Source of Funds (See Instructions) WC								
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o								
6	Citizenship or Place of Organization Delaware								
Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power 286,123</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power 0</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power 286,123</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power 0</td> </tr> </table>	7	Sole Voting Power 286,123	8	Shared Voting Power 0	9	Sole Dispositive Power 286,123	10	Shared Dispositive Power 0
7	Sole Voting Power 286,123								
8	Shared Voting Power 0								
9	Sole Dispositive Power 286,123								
10	Shared Dispositive Power 0								
11	Aggregate Amount Beneficially Owned by Each Reporting Person 286,123								
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o								
13	Percent of Class Represented by Amount in Row (11) 1.05%(3)								
14	Type of Reporting Person (See Instructions) PN								

(3) Percentage ownership is based upon 27,123,598 outstanding shares of Common Stock of the Issuer as of January 22, 2018, as reported in the Issuer's Final Prospectus dated January 17, 2018 filed with the SEC on January 19, 2018, giving effect to the issuance of 63,441 shares upon the exercise of the underwriters' option to purchase additional shares, which was announced in the Issuer's Current Report on Form 8-K filed with the SEC on January 19, 2018.

SCHEDULE 13D

This Amendment No. to Schedule 13D relates to the beneficial ownership of the common stock, par value \$0.0001 per share (the **Common Stock**), of Boot Barn Holdings, Inc., a Delaware corporation (the **Issuer**), by FS Capital Partners VI, LLC (**FS Capital**), FS Equity Partners VI, L.P. (**FSEP**), and FS Affiliates VI, L.P. (**FSAF** and, collectively, the **Reporting Persons**) and amends and supplements the Schedule 13D originally filed by the Reporting Persons on February 19, 2016 (the **Statement**). Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Statement. Responses to each item of this Statement on Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer.

Item 2. Identity and Background.

Item 3. Source and Amount of Funds or Other Consideration.

Item 4. Purpose of Transaction.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and supplemented as follows:

The percentages of outstanding shares of Common Stock of the Issuer reported in this Item 5 are based on the assumption that there are 27,123,598 shares outstanding, which is the number of shares of Common Stock reported by the Issuer in its Final Prospectus dated January 17, 2018 filed with the SEC on January 19, 2018, giving effect to the issuance of 63,441 shares upon the exercise of the underwriters' option to purchase additional shares, which was announced in the Issuer's Current Report on Form 8-K filed with the SEC on January 19, 2018.

On January 22, 2018, FSEP and FSAF sold 6,152,275 and 261,341 shares of Common Stock, respectively, pursuant to an underwritten offering (the **Offering**), as described in the Issuer's Final Prospectus dated January 17, 2018 (File No. 333-221728) filed pursuant to Rule 424(b)(7) under the Securities Act of 1933, as amended, with the SEC on January 19, 2018, and the underwriting agreement dated as of January 17, 2018 (the **Underwriting Agreement**), among the Issuer, the selling stockholders named therein (the **Selling Stockholders**), and J.P. Morgan Securities LLC, Piper Jaffray & Co. and Jefferies LLC, as representatives (the **Representatives**) of the underwriters named therein (the **Underwriters**). Following the sale of the shares of Common Stock by FSEP and FSAF, FSEP and FSAF are the record holders of an aggregate of 6,735,648 and 286,123 shares of Common Stock, respectively, which represents approximately 24.83% and 1.05%, respectively, of the Issuer's outstanding Common Stock.

- (a) *Amount Beneficially Owned by each Reporting Person and Percent of Class:*
- (b) *Voting and Dispositive Power.*

The Reporting Persons may be deemed to beneficially own in the aggregate (within the meaning of Rule 13d-3(a) of the Exchange Act) 7,021,771 shares of Common Stock. The aggregate number of shares of Common Stock beneficially owned by the Reporting Persons constitutes approximately 25.89% of the shares of such class deemed outstanding as of January 22, 2018.

The Reporting Persons may be deemed to have direct beneficial ownership of shares of Common Stock of the Issuer as follows:

Name of Reporting Person	Number of Shares Beneficially Owned	Percentage Beneficially Owned
FS Capital Partners VI, LLC	7,021,771	25.89%
FS Equity Partners VI, L.P.	6,735,648	24.83%
FS Affiliates VI, L.P.	286,123	1.05%
Reporting Persons as a group	7,021,771	25.89%

FS Capital, by virtue of being the sole general partner of FSEP and FSAF, may be deemed to have sole voting and dispositive power with respect to 7,021,771 shares of Common Stock. FSEP disclaims beneficial ownership of the shares of Common Stock held by FSAF. FSAF disclaims beneficial ownership of the shares of Common Stock held by FSEP.

(c) *Other Transactions:*

(d) *Interests in Other Persons:*

Not applicable

(e) *Date Upon Which the Reporting Person Ceased to be the Beneficial Owner of More Than Five Percent of Class:*

Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby supplemented as follows:

Underwriting Agreement

On January 17, 2018, the Issuer, the Selling Stockholders, and the Underwriters, entered into the Underwriting Agreement with respect to, among other things, the sale by the Selling Stockholders of up to an aggregate of 6,900,000 shares of Common Stock of the Issuer. Closing of the sale of the shares of Common Stock occurred on January 22, 2018.

Lock-up Agreement

In connection with the Offering, each of FSEP and FSAF entered into a lock-up agreement (the Lock-Up Agreement) with the Representatives, pursuant to which each of FSEP and FSAF agreed that for the period from January 16, 2018 through and including March 18, 2018 (the Lock-Up Period), except with the prior written consent of the Representatives, each of FSEP and FSAF would not, among other things and subject to certain exceptions, (1) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any shares of Common Stock, or any securities convertible into or exercisable or exchangeable for Common Stock or publicly disclose the intention to make any offer, sale, pledge or disposition; or (2) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of the Common Stock or such other securities, whether any such transaction described in clause (1) or (2) above is to be settled by delivery of Common Stock or such other securities, in cash or otherwise, or (3) make any demand for or exercise any right with respect to the registration of any shares of Common Stock or any security convertible into or exercisable or exchangeable for Common Stock.

The summaries of the Underwriting Agreement and the Lock-Up Agreement as described in this Item 6 do not purport to be complete and are qualified in their entirety by reference to those agreements. The Underwriting Agreement, which includes a form of Lock-up Agreement, is filed herewith as Exhibit 1 to this Amendment No. 1 to Schedule 13D, and is incorporated herein by this reference.

Item 7. Material to be Filed as Exhibits.

Exhibit No.	Description
Exhibit 1	Underwriting Agreement, dated January 17, 2018, by and among Boot Barn Holdings, Inc., J.P. Morgan Securities LLC, Piper Jaffray & Co., Jefferies LLC and the selling stockholders named in Schedule 2 thereto (incorporated by reference to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the SEC on January 19, 2018).
Exhibit 2	Lock-Up Agreement (included as Exhibit B to Exhibit 1 above)

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: January 26, 2018

FS EQUITY PARTNERS VI, L.P. a
Delaware Limited Partnership

By: FS Capital Partners VI, LLC
a Delaware Limited Liability Company Its:
General Partner

By: /s/ Brad J. Brutocao
Name: Brad J. Brutocao
Title: Managing Member

FS AFFILIATES VI, L.P.
a Delaware Limited Partnership

By: FS Capital Partners VI, LLC
a Delaware Limited Liability Company Its:
General Partner

By: /s/ Brad J. Brutocao
Name: Brad J. Brutocao
Title: Managing Member

FS CAPITAL PARTNERS VI, LLC
a Delaware Limited Liability Company

By: /s/ Brad J. Brutocao
Name: Brad J. Brutocao
Title: Managing Member