SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

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

Ulta Salon, Cosmetics & Fragrance, Inc.
(Name of Issuer)
Common Stock, \$.01 par value per share
(Title of Class of Securities)
90384S303
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b)
□ Rule 13d-1(c)
☑ Rule 13d-1(d)

* 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 in 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).

13G

Page

of

(1)	NAMES OF REPORTING PERSONS. GRP II, L.P.				
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) ☑ (b) □				
(3)	SEC USI	E ONLY			
(4)	CITIZEN		OR PLACE OF ORGANIZATION		
NUMBER SHARE BENEFICL OWNED EACH REPORT PERSO WITH	E OF ES ALLY BY I ING N	(5)(6)(7)(8)	SOLE VOTING POWER 0 SHARED VOTING POWER 6,927,494 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 6,927,494		
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,927,494				
(10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12.0% ¹				
(12)	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				

¹ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

13G

Page

of

(1)	NAME	S OF RE	PORTING PERSONS.		
(1)	GRP II Investors, L.P.				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
(2)	(2)				
(-)	(a) ☑ (b) □				
(3)	SEC US	SE ONL	Y		
(4)	CITIZE	ENSHIP (OR PLACE OF ORGANIZATION		
(4)	Delawa	re			
			SOLE VOTING POWER		
NUMBEI	R OF	(5)	0		
SHAR			SHARED VOTING POWER		
BENEFICI OWNED		(6)	535,042		
EACI			SOLE DISPOSITIVE POWER		
REPORT PERSO		(7)	0		
WITH			SHARED DISPOSITIVE POWER		
		(8)			
	AGGRI	EGATE	535,042 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
(9)					
	535,042				
(10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
(11)	0.9%2	$0.9\%^2$			
(12)	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	PN				

² Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

13G

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(1)	NAMES OF REPORTING PERSONS.						
()	GRP II Partners, L.P.						
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
(2)	(a) ☑ (b) □						
(3)	SEC US	SE ONL	Y				
(4)	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
(4)	Delawa	re					
		(5)	SOLE VOTING POWER				
NUMBE	R OF	(5)	0				
SHAR		(0)	SHARED VOTING POWER				
BENEFICI OWNED		(6)	196,741				
EACI			SOLE DISPOSITIVE POWER				
REPORT PERSO		(7)	0				
WITI	Н	(0)	SHARED DISPOSITIVE POWER				
		(8)	196,741				
(0)	AGGRI	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
(9)	196,741						
(10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
(10)	0) _						
(4.4)	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
(11)	0.3% ³	$0.3\%^{3}$					
(12)	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
	PN						

³ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

13G

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_							
(1)	NAME	NAMES OF REPORTING PERSONS.					
	GRP Management Services Corp.						
	CHECI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
(2)	(a) 1 2	(a) ☑					
()	(a) L						
(3)	SEC U	SE ONL	Y				
	CITIZE	ENSHIP	OR PLACE OF ORGANIZATION				
(4)	Delawa	are					
	Belawe		SOLE VOTING POWER				
NUMBEI	D OE	(5)	0				
SHAR			SHARED VOTING POWER				
BENEFICI	ALLY	(6)					
OWNED			11,433,129				
EACI REPORT		(7)	SOLE DISPOSITIVE POWER				
PERSO		(,,	0				
WITH	H	(8)	SHARED DISPOSITIVE POWER				
		(6)	11,433,129				
(0)	AGGR	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
(9)	11,433,	,129					
(4.0)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
(10)							
	PERCE	ENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
(11)							
	19.8% ⁴		ORTING PERSON (SEE INSTRUCTIONS)				
(12)	(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
	CO						

⁴ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

13G

Page

of

(1)	NAMES OF REPORTING PERSONS.							
(1)	GRPVC, L.P.							
(2)	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
(2)	(a) ☑ (b) □							
		SE ONL	Y					
(3)								
(4)	CITIZE	ENSHIP	OR PLACE OF ORGANIZATION					
(4)	Delawa	are						
	U	(-)	SOLE VOTING POWER					
NUMBEI	R OF	(5)						
SHARI			SHARED VOTING POWER					
BENEFICI OWNED		(6)	7,124,235					
EACH			SOLE DISPOSITIVE POWER					
REPORT	ING	(7)						
PERSO WITH			0 SHARED DISPOSITIVE POWER					
WIII	1	(8)						
	l . aan		7,124,235					
(9)	AGGR	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
(-)	7,124,235							
(10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
(10)								
(11)	PERCE	ENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
(11)	12.4% ⁵	5						
(12)	TYPE	OF REPO	ORTING PERSON (SEE INSTRUCTIONS)					
(**)								
	PN							

⁵ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

13G

Page

of

(1) Global Retail Partners, L.P. (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) Ø (b) □ (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (5) SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (8) SHARED VOTING POWER (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) (12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	(1)	NAME	S OF RE	PORTING PERSONS.			
(2) (a) E (b) (3)	(1)	Global Retail Partners, L.P.					
(3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (5) SOLE VOTING POWER ONNED BY EACH REPORTING PERSON WITH (8) SHARED VOTING POWER 2,933,588 (7) SHARED DISPOSITIVE POWER 2,933,588 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5,1% ⁶ TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER (5) SOLE VOTING POWER (6) SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 2,933,588 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (9) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (10) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5,19/6 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	(2)						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (8) SHARED VOTING POWER 2,933,588 (7) (8) SHARED VOTING POWER 2,933,588 (7) SOLE DISPOSITIVE POWER 2,933,588 (8) SHARED DISPOSITIVE POWER 2,933,588 CHECK IF THE AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (10) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5,1% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	(3)	SEC US	SE ONL	Y			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (6) SHARED VOTING POWER 2,933,588 (7) SOLE DISPOSITIVE POWER 2,933,588 (8) 2,933,588 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,933,588 (10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5,1% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	(4)	CITIZE	ENSHIP	OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (7) (8) SHARED VOTING POWER 2,933,588 (7) SOLE DISPOSITIVE POWER 2,933,588 SHARED DISPOSITIVE POWER 2,933,588 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,933,588 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (10) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5,1\(\frac{1}{2}\) Type of Reporting PERSON (SEE INSTRUCTIONS)	(4)	Delawa	re				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (8) SHARED VOTING POWER 2,933,588 SOLE DISPOSITIVE POWER (7) (8) SHARED DISPOSITIVE POWER 2,933,588 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,933,588 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (10) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) (11) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		l .	(5)	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (7) SHARED DISPOSITIVE POWER 2,933,588 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,933,588 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) (11) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	NUMBER	R OF	(5)	0			
OWNED BY EACH REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 2,933,588 2,933,588 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,933,588 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 111) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			(6)	SHARED VOTING POWER			
REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 2,933,588 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,933,588 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			(6)	2,933,588			
PERSON WITH (8) SHARED DISPOSITIVE POWER 2,933,588 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,933,588 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	_		(-)				
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,933,588 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1%6 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			(7)	0			
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,933,588 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				SHARED DISPOSITIVE POWER			
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,933,588 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			(8)	2.933.588			
(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% Type of Reporting Person (SEE INSTRUCTIONS)	(0)	AGGRI	EGATE				
(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	(9)	2.933.5	88				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% Type of reporting person (see instructions)							
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	(10)	$(10) \mid$					
5.1% ⁶ TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			ENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)			
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	(11)	5 1%6					
(12)	(10)		OF REPO	DRTING PERSON (SEE INSTRUCTIONS)			
PN	(12)						

⁶ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

13G

Page

of

(1)	NAMES OF REPORTING PERSONS. GRP Partners, L.P.				
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) ☑ (b) □				
(3)	SEC U	SE ONL	Y		
(4)	CITIZE		OR PLACE OF ORGANIZATION		
NUMBEI SHARI BENEFICI	SOLE VOTING POWER 0 SHARED VOTING POWER				
OWNED EACH REPORT PERSO	BY H ING	(6) (7)	190,496 SOLE DISPOSITIVE POWER 0		
WITH	I	(8)	SHARED DISPOSITIVE POWER 190,496		
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 190,496				
(10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3% ⁷				
(12)	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN				

⁷ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

13G

Page

of

(1)	NAMES OF REPORTING PERSONS.						
	Steven	Steven E. Lebow					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
(2)	(a) 🗹						
	(b) 🗆						
(3)	SEC U	SE ONL	Y				
(4)	CITIZE	ENSHIP	OR PLACE OF ORGANIZATION				
(4)	United	States					
		(-)	SOLE VOTING POWER				
NUMBEI	R OF	(5)	79,000				
SHARI			SHARED VOTING POWER				
BENEFICI OWNED		(6)	12,288,288				
EACH			SOLE DISPOSITIVE POWER				
REPORT PERSO		(7)	79,000				
WITH			SHARED DISPOSITIVE POWER				
		(8)	12,288,288				
(0)	AGGR	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
(9)	12,367,	288					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
(10)							
(4.4)	PERCE	ENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
(11)	21.4%8	;					
(12)	TYPE	OF REPO	ORTING PERSON (SEE INSTRUCTIONS)				
(**)							
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⁸ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

13G

Page

of

10

NAMES OF REPORTING PERSONS.				
Yves Sisteron				
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
(a) ☑ (b) □				
SEC US	SE ONL	Y		
CITIZE	NSHIP	OR PLACE OF ORGANIZATION		
United	States			
	(5)	SOLE VOTING POWER		
R OF	(5)	193,315		
ES	(6)	SHARED VOTING POWER		
BY	(0)	11,433,129		
H	(7)	SOLE DISPOSITIVE POWER		
ING ON	(7)	193,315		
I	(0)	SHARED DISPOSITIVE POWER		
	(8)	11,433,129		
AGGRI	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
(9) 11,626,444				
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
10)				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
20.2%9				
ТҮРЕ С	OF REPO	DRTING PERSON (SEE INSTRUCTIONS)		
TN.				
	Yves Si CHECK (a) (b) SEC US CITIZE United CITIZE United AGGRI 11,626, CHECK PERCE 20,2%9	Yves Sisteron CHECK THE A (a) (b) (c) (b) (c) (d) (d) (e) (e) (e) (e) (f) (f) (f) (f		

⁹ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

13G

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(1)	NAMES OF REPORTING PERSONS.					
(1)	Hervé J.F. Defforey					
	·					
	CHECK	K THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
(2)	(a) 🗹					
` '	(b) 🗆					
(2)	SEC U	SE ONL	Y			
(3)						
	CITIZE	ENSHIP	OR PLACE OF ORGANIZATION			
(4)	France					
	Trance		SOLE VOTING POWER			
		(5)				
NUMBEI			351,362			
SHARI BENEFICI		(6)	SHARED VOTING POWER			
OWNED		(6)	7,659,277			
EACI	Н		SOLE DISPOSITIVE POWER			
REPORT		(7)				
PERSO			351,362 SHARED DISPOSITIVE POWER			
WITH	1	(8)	SHARED DISPOSITIVE POWER			
		(0)	7,659,277			
(0)	AGGR	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
(9)	8,010,6	39				
	CHECK	K IF THI	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
(10)						
	1	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)			
(11)	LICE		CENSO KEI KESENTED DI MAOONI IN KON ())			
,	13.9%1	0				
(12)	TYPE	OF REPO	DRTING PERSON (SEE INSTRUCTIONS)			
()						
	IN					

¹⁰ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

CUSIP No. 90384S303	13G	Page 12 of 17 Pages
Item 1(a). Name of Issuer:		
Ulta Salon, Cosmetics & Fragrance, Inc.		
Item 1(b). Address of Issuer's Principal Executive Offices:		

1000 Remington Blvd., Suite 120 Item 2(a). Name of Person Filing:

GRP II, L.P.

Bolingbrook, IL 60440

- GRP II Investors, L.P. (2)
- (3) GRP II Partners, L.P.
- (4) GRP Management Services Corp.
- GRPVC, L.P. (5)
- (6) Global Retail Partners, L.P.
- GRP Partners, L.P. (7)
- (8) Steven E. Lebow
- (9) Yves Sisteron
- (10) Hervé J.F. Defforey

Item 2(b). Address of Principal Business Office or, if none, Residence:

2121 Avenue of the Stars

31st Floor

Los Angeles, California 90067-5014

Attn: Steven Dietz

Item 2(c). Citizenship:

GRP II, L.P., GRP II Investors, L.P., GRP II Partners, L.P., GRP Management Services Corp., GRPVC, L.P., Global Retail Partners, L.P. and GRP Partners, L.P.

Delaware

Steven E. Lebow:

United States

Yves Sisteron

United States

Hervé J.F. Defforey

France

CUSIP No.	90384S303	13G Pag	ge	13	of	17	Pages

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value per share

Item 2(e). CUSIP Number:

90384S303

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

The information in items 1 and 5 through 11 on the cover pages (pp. 2-11) of this Schedule 13G is hereby incorporated by reference.

GRPVC, L.P. ("GRPVC") is the general partner of each of GRP II, L.P. ("GRP II") and GRP II Partners, L.P. ("GRP II Partners"), and GRP Management Services Corp. ("GRPMSC") is the general partner of GRPVC and GRP II Investors, L.P. ("GRP II Investors"). Messrs. Lebow, Sisteron and Defforey are members of the investment committee of GRP II, GRP II Partners and GRP II Investors. Pursuant to contractual arrangements, GRPMSC appoints a majority of the investment committee members of Global Retail Partners, L.P. ("GRP I") (which also controls the investment decisions of GRP Partners, L.P. ("GRP I Partners")). Mr. Lebow and Mr. Sisteron own capital stock which represents a majority of the voting stock of GRPMSC and control its actions. As a result, Mr. Lebow and Mr. Sisteron may also be deemed to possess indirect shared beneficial ownership of the shares owned by GRP I and GRP I Partners. Messrs. Lebow, Sisteron and Defforey disclaim beneficial ownership of all such shares except to the extent of their pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

CUSIP No.	90384S303	13G	Page 14 of	17 Pages
Item 7. Idei Not applic		f the Subsidiary Which Acquired the Security Being Reported o	on by the Parent Holding Company or Cont	trol Person.
	ntification and Classification of attached Exhibit 1.	f Members of the Group.		
Item 9. Not	ice of Dissolution of Group.			
Item 10. Ce	rtifications.			
Not applie	eable.			

SIGNATURE

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

Date: February 12, 2009

GRP II, L.P.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for GRP II, L.P.*

GRP II Investors, L.P.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for GRP II Investors, L.P.*

GRP II Partners, L.P.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for GRP II Partners, L.P.*

GRP Management Services Corp.

By: <u>/s/ Robert S. Guttman</u>
Robert S. Guttman, as attorney-in-fact for GRP Management Services Corp.*

GRPVC, L.P.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for GRPVC, L.P.***

Global Retail Partners, L.P.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for Global Retail Partners, L.P.*

CUSIP No.	90384S303	13G	Page	16	of	17	Pages
GRP Partne	ers, L.P.						
By: /c/ Robe	ert S. Guttman						

/s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for

Robert S. Guttman, as attorney-in-fact for GRP Partners, L.P.*

Steven E. Lebow**

/s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for

Yves Sisteron**

/s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for

Hervé J.F. Defforey**

^{*} Robert S. Guttman is signing on behalf of GRP II, L.P., GRP II Investors, L.P., GRP II Partners, L.P., GRP Management Services Corp., Global Retail Partners, L.P., and GRP Partners, L.P. as attorney-in-fact pursuant to a power of attorney for each entity previously filed with the Securities and Exchange Commission on November 1, 2007, and hereby incorporated by reference herein. Each power of attorney was filed as an attachment to a joint filing by each entity on Form 3/A for Ulta Salon, Cosmetics & Fragrance, Inc.

^{**} Robert S. Guttman is signing on behalf of Steven E. Lebow, Yves Sisteron, and Hervé J.F. Defforey as attorney-in-fact pursuant to a power of attorney for each individual previously filed with the Securities and Exchange Commission on October 24, 2007, and hereby incorporated by reference herein. Each power of attorney was filed as an attachment to a joint filing by Messrs. Lebow, Sisteron, and Defforey on Form 3 for Ulta Salon, Cosmetics & Fragrance, Inc.

^{***}Robert S. Guttman is signing on behalf of GRPVC, L.P. as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 12, 2008, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a Schedule 13G filed on behalf of the entities and individuals listed in Item 2(a) hereto.

EXHIBIT 1

Group Members

- (1) GRP II, L.P.
- (2) GRP II Investors, L.P.
- (3) GRP II Partners, L.P.
- (4) GRP Management Services Corp.
- (5) GRPVC, L.P.
- (6) Global Retail Partners, L.P.
- (7) GRP Partners, L.P.
- (8) Steven E. Lebow
- (9) Yves Sisteron
- (10) Hervé J.F. Defforey