

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): January 20, 2012

ULTA SALON, COSMETICS & FRAGRANCE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
**(State or Other Jurisdiction
of Incorporation)**

001-33764
**(Commission
File Number)**

36-3685240
**(IRS Employer
Identification No.)**

1000 Remington Blvd., Suite 120
Bolingbrook, Illinois 60440
(Address of Principal Executive Offices)
(Zip Code)

Registrant's telephone number, including area code: (630) 410-4800

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 24, 2012, Ulta Salon, Cosmetics & Fragrance, Inc. (the "Company") issued a press release regarding the appointment of Catherine Halligan to the Company's Board of Directors (the "Board"), effective January 20, 2012. Ms. Halligan fills a directorship vacated by Hervé Defforey, who previously announced plans to resign from the Company's Board effective January 28, 2012. Ms. Halligan's committee appointments have not yet been determined by the Company's Board. A copy of the press release is furnished as Exhibit 99.1 to this report.

There is no arrangement or understanding between Ms. Halligan and any other persons pursuant to which Ms. Halligan was selected as a director, and there are no related party transactions involving Ms. Halligan that are reportable under Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<i>Exhibit No.</i>	<i>Description</i>
99.1	Press release issued by Ulta Salon, Cosmetics & Fragrance, Inc. on January 24, 2012 announcing the appointment of Catherine Halligan to the Company's Board of Directors.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ULTA SALON, COSMETICS & FRAGRANCE, INC.

Date: January 24, 2012

By: /s/ Robert S. Guttman

Robert S. Guttman
Senior Vice President, General Counsel
and Secretary

EXHIBIT INDEX

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Company Contact:
Gregg Bodnar
Chief Financial Officer
(630) 410-4633

Investors/Media Contacts:
ICR, Inc.
Allison Malkin/Alecia Pulman
(203) 682-8225/(203) 682-8224

ULTA BEAUTY ANNOUNCES CHANGES TO BOARD OF DIRECTORS

Catherine Halligan Appointed Independent Director

Bolingbrook, IL – January 24, 2012 – Ulta Beauty [NASDAQ:ULTA], today announced that Catherine (“Cathy”) Halligan, Senior Vice President of Powerreviews Inc., the world’s largest social commerce platform, has been appointed to its Board of Directors, effective January 20, 2012. Ms. Halligan fills a directorship vacated by Hervé Defforey, who announced plans to resign from Ulta Beauty’s Board effective January 28, 2012. As previously announced, Mr. Defforey, who resides and works primarily overseas, cited the demands of these commitments as the reason for his resignation. Board member Kenneth T. Stevens replaces Mr. Defforey as Chair of the Nominating & Corporate Governance Committee.

Cathy Halligan joins the Ulta Beauty Board with more than 20 years experience in marketing and e-commerce within the retail industry. Prior to joining Powerreviews Inc., Ms. Halligan held several senior level positions with prominent retailers. Her previous roles included: Chief Marketing Officer of Walmart.com, Vice President, Direct Marketing for Blue Nile, Inc. and Vice President and General Manager, Internet for Williams Sonoma. Ms. Halligan began her career as a Marketing and Planning analyst for Lands’ End.

Dennis Eck, Ulta's Non-Executive Chair, said, "We are pleased to welcome Cathy to the Ulta Beauty Board. Cathy is a highly talented and accomplished executive in e-commerce and direct marketing, which complements the diverse backgrounds of our existing Board members and aligns well with our consumer strategy. We also want to thank Hervé for his many contributions to the Board. His dedication and wisdom were invaluable to us and he assisted in developing the strong platform that exists today at Ulta Beauty. While we are sad to see Hervé leave, we are excited to begin working with Cathy and expect to benefit greatly by her knowledge and expertise in innovative Internet and marketing strategies."

About Ulta Beauty

Ulta Beauty is the largest beauty retailer that provides one-stop shopping for prestige, mass and salon products and salon services in the United States. Ulta Beauty provides affordable indulgence to its customers by combining the product breadth, value and convenience of a beauty superstore with the distinctive environment and experience of a specialty retailer. Ulta Beauty offers a unique combination of over 20,000 prestige and mass beauty products across the categories of cosmetics, fragrance, haircare, skincare, bath and body products and salon styling tools, as well as salon haircare products. Ulta Beauty also offers a full-service salon in all of its stores. As of December 31, 2011, the Company operates 449 retail stores across 43 states and also distributes its products through its website: www.ulta.com.