

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 20, 2012**

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**ULTA SALON, COSMETICS & FRAGRANCE, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**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**  
(Address of Principal Executive Offices)

**60440**  
(Zip Code)

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

**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:

- 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.

(b) Pursuant to a previously announced Chief Financial Officer succession plan, effective September 6, 2012, Gregg R. Bodnar will resign as Chief Financial Officer and Assistant Secretary of Ulta Salon, Cosmetics & Fragrance, Inc. (the "Company").

(c) On August 22, 2012, the Company announced that Mr. Bruce L. Hartman would be appointed Senior Vice President, Finance of the Company, effective September 4, 2012, and Chief Financial Officer and Assistant Secretary, effective September 7, 2012, as the successor to Mr. Bodnar. In connection with his employment, the Company entered into an offer letter, effective August 20, 2012 (a copy of which is attached hereto as Exhibit 10.1) pursuant to which Mr. Hartman is entitled to the following:

- Annual base salary of \$500,000, subject to future adjustments.
- Target annual incentive at 65% of base salary, with a maximum annual incentive at 250%. The actual earned incentive for 2012 will be prorated based on the percentage of the fiscal year Mr. Hartman is employed by the Company.
- Participation in the long term incentive program ("LTIP"), beginning 2013. Pursuant to the LTIP, Mr. Hartman shall receive annual equity awards valued at 80% of base salary. These awards are subject to the terms of the Company's 2011 Incentive Award Plan and the form award agreements approved by the Compensation Committee under the LTIP from time to time.
- New hire restricted stock unit grant equal to \$1,000,000 divided by the closing share price on the date of the grant. Such restricted shares will vest in full on the fifth anniversary of the grant date.
- New hire option grant with a Black-Scholes value equal to \$1,000,000. Such options will vest and become exercisable in four equal installments commencing on the grant date and each subsequent anniversary, such that all such options will be fully vested on the fourth anniversary of the grant date.
- Mr. Hartman agreed to a 12 month post-termination non-compete and a 12 month non-solicitation of customers and employees, as well as an unlimited covenant not to use or disclose confidential information.
- In the event that Mr. Hartman's employment is terminated without cause, upon execution of a release of claims and subject to his compliance with his noncompete, nonsolicitation and confidential information covenants, he shall be entitled to a termination settlement payment based upon the Company's practice in place at the time applicable to Mr. Hartman's position with the Company.

A copy of the press release is filed as Exhibit 99.1 to this report. Mr. Hartman, age 59, served as Executive Vice President, Chief Administrative Officer and Chief Financial Officer of Yankee Candle Company from January 2008 until his retirement in March 2010. Prior to joining Yankee Candle Company, Mr. Hartman was the Executive Vice President and Chief Financial Officer of Cushman & Wakefield, a global commercial real estate services firm, from April 2006 to January 2008. Neither Yankee Candle Company or Cushman & Wakefield is a parent, subsidiary or other affiliate of the Company. Mr. Hartman currently serves as a member of the Board of Directors of rue21, inc. Mr. Hartman does not have any family relationships with any of the Company's directors or executive officers and is not a party to any transactions listed in Item 404(a) of Regulation S-K.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Offer Letter, effective as of August 20, 2012, between Ulta Salon, Cosmetics & Fragrance, Inc. and Bruce L. Hartman
99.1	Press release issued by Ulta Salon, Cosmetics & Fragrance, Inc. on August 22, 2012

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**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: August 22, 2012

By: /s/ Robert S. Guttman

Robert S. Guttman

Senior Vice President, General Counsel and Secretary

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**EXHIBIT INDEX**

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August 16, 2012

Bruce Hartman  
131 Highland Avenue  
Chatham, New Jersey 07928

Dear Bruce,

We are very delighted to offer you a position with ULTA Salon, Cosmetics & Fragrance, Inc. ("ULTA" or the "Company"). Below please find a summary of the employment offer.

**Position:** Senior Vice President, Chief Financial Officer (subject to below).

**Reporting Relationship:** In this position, you will report to Chuck Rubin, Chief Executive Officer.

**Start Date / Position:** Your start date will be no later than September 4, 2012. In order to accommodate the transition with the outgoing CFO, your initial title will be "SVP, Finance." Effective September 7, 2012, you will be appointed and your title will change to SVP, CFO and Assistant Secretary.

On your start date, you will need to provide documentation of your eligibility to work in the United States. Please bring 2 pieces of identification (i.e., driver's license, social security card, or passport) on your first day of employment.

New hire orientation is at 8:30 am on your first day at our offices located at 1000 Remington Blvd., Suite 120, Bolingbrook, IL 60440.

**Salary:** Your annualized salary will be **\$500,000**, less applicable taxes and deductions, payable bi-weekly. You will be eligible for a performance and compensation review in April 2013. Future salary increases will be based on demonstrated job performance and in accordance with the Company merit increase policy and practice in effect at that time.

**Bonus:** Your annual target bonus for this position is **65%** of your base salary with a maximum payout opportunity of 250% of your target bonus as described in the attached bonus plan summary document. Incentive bonus plans are established by the Board on an annual basis. Bonus payouts, which are subject to Board approval and your continued employment, are earned based on the achievement of the Company's earnings goal(s). Your bonus will be prorated in 2012 and will be payable at the same time bonuses are paid to other senior executives of the Company.

**New Hire Equity Grant:** A total equity amount of **\$2,000,000** of value will be granted on your employment start date if the Company's trading window is open on that date, or if not, on the first day of the next open trading window following your employment start date. All equity grants are subject to the provisions contained in the applicable plan and grant agreement. This grant shall consist of the following:

**New Hire Stock Options** – You will receive stock options valued at **\$1,000,000**. The number of shares granted to you will be determined by dividing **\$1,000,000** by the number derived from applying the option valuation methodology that the Company uses for financial reporting purposes as set forth in its 10-K but using the closing stock price on the date of grant (the "option value"). The exercise price will be the closing stock price on the date of grant. The options will vest ratably over 4 years with vesting based on the grant date.

**New Hire Restricted Stock Units Grant**—You will receive restricted stock units equal to **\$1,000,000** divided by the closing share price on the date of grant. The restricted stock units vest on the 5<sup>th</sup> anniversary of the grant date.

**Long Term Incentive Program:** You will be eligible to participate in the Company's long term incentive program (LTIP) beginning in 2013 at the same time and in the same form as grants are made to other executives. Your annual LTI will have a grant date fair value targeted to **80%** of your base salary at the time of the award.

**Involuntary Separation from Service:** If you are involuntarily separated from the Company for reasons other than cause, you will receive a termination settlement payment based upon the Company practice in place at that time applicable to your job level in the Company, provided that you execute a termination settlement agreement and general release at time of termination.

**Benefits:** ULTA Salon, Cosmetics & Fragrance, Inc. offers:

- Health insurance, including prescription, dental and vision coverage
- Flexible spending accounts for health and dependent care,
- Basic life insurance,
- Additional optional life insurance,
- Accidental death and dismemberment insurance,
- Short term disability insurance,
- Additional optional long term disability insurance,
- Employee assistance program,
- Employee discounts,
- A 401K plan
- A deferred compensation plan (subject to eligibility).

You are eligible for ULTA's benefits on the 1st day of employment. You are eligible for 401(k) enrollment and paid time off on the 1st day of the month following 60 days of employment. To enroll in your benefits, you will log onto the Benefits website at [www.ultabenefits.bswift.com](http://www.ultabenefits.bswift.com) to elect your benefits on or after your first day of active employment. To obtain your user name and password you must contact the bSwift Customer Service Center at 877-238-0246.

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**Vacation:** Vacation accrual begins with your first day of employment and will be accrued according to the Company's normal vacation policy. You may accrue up to 4 weeks of vacation per fiscal year.

**Relocation:** You agree to relocate to the Chicago area with best efforts to complete that relocation by December 31, 2012. You will be reimbursed for such relocation per our Company relocation policy. A copy of the officer relocation program is included in this packet for your review. All relocations are subject to a repayment agreement that is also included in this packet. Your relocation will be coordinated by a member of our Human Resources department

You also agree to relinquish your committee chair positions on the Board of Directors for Rue 21 as soon as practicable but may maintain your role as a board member for that company.

This offer is contingent on the results of the pre-employment drug test and background investigation and your confirmation that you are not subject to a non-compete or any other restrictions on your ability to work for ULTA. As a condition of employment, you will be required to execute the Company's Confidential Information and Protective Covenant Agreement and comply with the Company's ethics guidelines, conflict of interest policies and its Code of Business conduct (which are also attached).

By signing this offer, you are also affirming that you have not taken any of your prior employer's confidential or proprietary information, and that, during the course of your employment with ULTA, you will not disclose, use or rely upon any of your prior employer's confidential or proprietary information.

**You are an at-will employee. Neither this letter, nor any other policy, procedure, practice or form shall be construed as a contract concerning your employment with us.** We hope your employment with us will be mutually beneficial. We recognize however that needs and circumstances change. Accordingly, either you or ULTA can terminate your employment at any time and for any reason.

We are pleased to offer you a position with ULTA Salon, Cosmetics & Fragrance, Inc. and look forward to working with you. We know you will contribute greatly to our organization, and will find the position to be a most challenging one.

After reviewing this offer as stated here, please sign one copy of this letter and return it in the enclosed self-addressed stamped envelope. The other copy is for your records.

Sincerely,

/s/ Jim Scarfone  
Jim Scarfone  
Senior Vice President, Human Resources

/s/ Bruce Hartman  
Bruce Hartman

1000 Remington Boulevard Suite 120 Bolingbrook, Illinois 60440





Investor Contact:  
Laurel Lefebvre  
Vice President, Investor Relations  
(630) 410-5230

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Alecia Pulman  
(203) 682-8224

**ULTA BEAUTY NAMES BRUCE L. HARTMAN CHIEF FINANCIAL OFFICER**

Bolingbrook, IL – August 22, 2012 – Ulta Beauty [NASDAQ:ULTA] today announced the appointment of Bruce L. Hartman as Chief Financial Officer, effective September 7, 2012. He will report to Chuck Rubin, President and Chief Executive Officer.

Mr. Hartman is an experienced Chief Financial Officer with extensive financial and operational expertise in retailing, consumer products, and real estate. He most recently served as Executive Vice President, Chief Administrative Officer and Chief Financial Officer of The Yankee Candle Company. Prior to joining Yankee Candle in 2008, Mr. Hartman was the Executive Vice President and Chief Financial Officer of Cushman & Wakefield from 2006 to 2008.

Mr. Hartman is a retail industry veteran, having served in a variety of senior leadership roles at Foot Locker, Inc. from 1996 to 2005. He was named Chief Financial Officer in 1999, with responsibility for all finance functions including investor relations, information services, corporate shared services, security, real estate, and logistics. During his tenure, Foot Locker gained market share, drove consistent earnings growth, executed aggressive expense reduction programs, and integrated several acquisitions, resulting in significant shareholder value creation. By 2005, Foot Locker was the world's leading athletic apparel retailer with \$5.5 billion in sales and 4,000 stores in 17 countries.

Previously, Mr. Hartman spent ten years with the May Department Stores, in Chief Financial Officer and Controller roles with Filene's, Famous-Barr, Robinsons-May, Lord & Taylor, and G. Fox & Company.

Mr. Hartman has been a member of the Board of Directors of rue21, inc., a high growth specialty apparel retailer with more than 700 stores, since 2010. He previously served as a Director of Pathmark Supermarkets from 2004 to 2007.

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Mr. Hartman will succeed Gregg Bodnar, who has held the role of Chief Financial Officer at Ulta Beauty since 2006. In March, Mr. Bodnar announced his plans to step down from his position to allow him to relocate to Michigan to attend to a family health issue, and to remain in the position to assist in the hiring and onboarding of a new CFO. He will step down as CFO on September 6, 2012 and will continue to work with Ulta to ensure a smooth transition.

“I want to express my deep gratitude to Gregg Bodnar for his remarkable contributions to Ulta’s growth and success over the past six years,” said Chuck Rubin. “Gregg has been a great partner to me and has developed a very strong finance team at Ulta. Gregg and his team have driven exceptional expense management, built a very healthy balance sheet, and overseen consistent and rapid improvement in our financial results. During Gregg’s tenure, Ulta grew from a 200 store chain to a 500 store chain today, added more than a billion dollars in annual sales, and improved its profit margin by 600 basis points.”

“We are thrilled that an experienced CFO of Bruce’s caliber is joining the Ulta leadership team,” said Mr. Rubin. “His long tenure as a public company CFO, his successful career in a broad range of industries, his strong strategic skills, and his track record in driving sales and profit make him a tremendous asset to our organization. As Ulta matures from a 500 store retailer to a 1,200 store business over the coming years, Bruce’s significant expertise in scaling businesses and real estate will be extremely valuable in helping our company expand its leadership in the beauty industry.”

“I am delighted to be joining Ulta at such an exciting time in the company’s history, and I am impressed with the company’s market position and the passion and talent of the associates. I look forward to partnering with Chuck and the Ulta team to execute our long term growth strategies,” said Mr. Hartman.

Mr. Hartman holds a BSBA in Accounting from Suffolk University in Boston, Massachusetts.

#### **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 unmatched product breadth, value and convenience 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 July 28, 2012, the Company operates 489 retail stores across 45 states and also distributes its products through the Company’s website: [www.ulta.com](http://www.ulta.com).