

**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): October 24, 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**  
**(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.)**

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))

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

On October 29, 2012, Ulta Salon, Cosmetics & Fragrance, Inc. (the "Company") issued a press release regarding the appointment of Michael R. MacDonald to the Company's Board of Directors (the "Board"), effective October 24, 2012. Mr. MacDonald'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 Mr. MacDonald and any other persons pursuant to which Mr. MacDonald was selected as a director, and there are no related party transactions involving Mr. MacDonald 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 October 29, 2012 announcing the appointment of Michael R. MacDonald to the Company's Board of Directors

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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.

Date: October 29, 2012

ULTA SALON, COSMETICS & FRAGRANCE, INC.

By: /s/ Robert S. Guttman  
Robert S. Guttman  
Senior Vice President, General Counsel  
and Secretary

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**EXHIBIT INDEX**

*Exhibit No.*

*Description*

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Company Contacts:  
Scott Settersten  
Chief Financial Officer  
(630) 410-4807

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

#### **ULTA BEAUTY ANNOUNCES ADDITION TO BOARD OF DIRECTORS**

##### **Michael R. MacDonald Appointed Independent Director**

Bolingbrook, Ill. – October 29, 2012 – Ulta Beauty [NASDAQ:ULTA] today announced that Michael R. MacDonald, President and Chief Executive Officer of DSW Inc. [NYSE: DSW], a leading branded footwear and accessories retailer, has been appointed to its Board of Directors, effective October 24, 2012.

Michael R. MacDonald joins the Ulta Beauty Board with more than 30 years of experience in the retail industry, with expertise in merchandising, marketing, store operations and finance. Prior to joining DSW Inc. in 2009, Mr. MacDonald served for three years as Chairman and Chief Executive of ShopKo Stores, the privately-held discount retailer. Prior to that, Mr. MacDonald spent sixteen years with the department store Carson Pirie Scott (“CPS”), and with Saks Incorporated (“Saks”) after it acquired CPS in 1998. He served in various operating roles at Saks, including Chairman and Chief Executive Officer of Saks’ Northern Department Store Group from 2000 to 2006. Prior to joining CPS, Mr. MacDonald held financial positions with various other department stores, including Chief Financial Officer of Marshall Field & Company from 1985 to 1990.

Dennis Eck, Ulta’s Non-Executive Chair, said, “We are delighted to welcome Mike to Ulta Beauty’s Board. DSW shares many of the strengths of our company, including a consistent track record of profitable growth, exciting future growth potential, a vibrant rewards program and its guests’ passion and enthusiasm for the brand. We look forward to Mike’s valuable insights and expertise benefitting Ulta’s business.”

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**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).