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

FORM 10-Q

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

For the Quarterly Period Ended October 29, 2016

or

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

For the transition period from _____ to _____

Commission File Number: 001-33764

ULTA SALON, COSMETICS & FRAGRANCE, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1000 Remington Blvd., Suite 120
Bolingbrook, Illinois
(Address of principal executive offices)

36-3685240
(I.R.S. Employer
Identification No.)

60440
(Zip code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of the registrant's common stock, par value \$0.01 per share, outstanding as of November 28, 2016 was 62,232,788 shares.

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Part I - Financial Information

Item 1. Financial Statements

Ulta Salon, Cosmetics & Fragrance, Inc.
Consolidated Balance Sheets

<u>(In thousands)</u>	<u>October 29,</u> <u>2016</u> <u>(Unaudited)</u>	<u>January 30,</u> <u>2016</u>	<u>October 31,</u> <u>2015</u> <u>(Unaudited)</u>
Assets			
Current assets:			
Cash and cash equivalents	\$ 133,108	\$ 345,840	\$ 209,552
Short-term investments	110,000	130,000	150,209
Receivables, net	65,708	64,992	50,939
Merchandise inventories, net	1,137,023	761,793	884,407
Prepaid expenses and other current assets	85,611	72,548	70,467
Prepaid income taxes	7,015	—	2,133
Deferred income taxes	—	—	20,483
Total current assets	<u>1,538,465</u>	<u>1,375,173</u>	<u>1,388,190</u>
Property and equipment, net	1,001,938	847,600	844,238
Deferred compensation plan assets	10,798	8,145	7,570
Total assets	<u><u>\$2,551,201</u></u>	<u><u>\$2,230,918</u></u>	<u><u>\$2,239,998</u></u>
Liabilities and stockholders' equity			
Current liabilities:			
Accounts payable	\$ 425,071	\$ 196,174	\$ 291,269
Accrued liabilities	229,569	187,351	166,707
Accrued income taxes	—	12,702	—
Total current liabilities	<u>654,640</u>	<u>396,227</u>	<u>457,976</u>
Deferred rent	361,667	321,789	324,314
Deferred income taxes	62,669	59,527	72,646
Other long-term liabilities	<u>20,141</u>	<u>10,489</u>	<u>10,903</u>
Total liabilities	<u>1,099,117</u>	<u>788,032</u>	<u>865,839</u>

Commitments and contingencies (Note 3)

See accompanying notes to consolidated financial statements.

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Consolidated Balance Sheets (continued)**

<u>(In thousands, except per share data)</u>	<u>October 29, 2016</u>	<u>January 30, 2016</u>	<u>October 31, 2015</u>
	<u>(Unaudited)</u>		<u>(Unaudited)</u>
Stockholders' equity:			
Common stock, \$.01 par value, 400,000 shares authorized; 62,920, 64,131 and 64,355 shares issued; 62,316, 63,540 and 63,765 shares outstanding; at October 29, 2016 (unaudited), January 30, 2016 and October 31, 2015 (unaudited), respectively	\$ 629	\$ 641	\$ 643
Treasury stock-common, at cost	(14,427)	(11,685)	(11,587)
Additional paid-in capital	653,036	621,715	614,589
Retained earnings	812,846	832,215	770,514
Total stockholders' equity	<u>1,452,084</u>	<u>1,442,886</u>	<u>1,374,159</u>
Total liabilities and stockholders' equity	<u>\$2,551,201</u>	<u>\$2,230,918</u>	<u>\$2,239,998</u>

See accompanying notes to consolidated financial statements.

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Ulta Salon, Cosmetics & Fragrance, Inc.
Consolidated Statements of Income
(Unaudited)

	13 Weeks Ended		39 Weeks Ended	
	October 29, 2016	October 31, 2015	October 29, 2016	October 31, 2015
(In thousands, except per share data)				
Net sales	\$1,131,232	\$ 910,700	\$3,274,163	\$2,655,821
Cost of sales	704,179	575,062	2,071,842	1,710,524
Gross profit	427,053	335,638	1,202,321	945,297
Selling, general and administrative expenses	280,464	218,763	757,568	595,185
Pre-opening expenses	6,928	6,106	14,159	13,301
Operating income	139,661	110,769	430,594	336,811
Interest income, net	(211)	(283)	(774)	(870)
Income before income taxes	139,872	111,052	431,368	337,681
Income tax expense	52,310	39,982	161,826	125,496
Net income	<u>\$ 87,562</u>	<u>\$ 71,070</u>	<u>\$ 269,542</u>	<u>\$ 212,185</u>
Net income per common share:				
Basic	\$ 1.40	\$ 1.11	\$ 4.30	\$ 3.31
Diluted	\$ 1.40	\$ 1.11	\$ 4.28	\$ 3.30
Weighted average common shares outstanding:				
Basic	62,371	63,882	62,625	64,050
Diluted	62,692	64,196	62,932	64,383

See accompanying notes to consolidated financial statements.

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Ulta Salon, Cosmetics & Fragrance, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	39 Weeks Ended	
	October 29, 2016	October 31, 2015
(In thousands)		
Operating activities		
Net income	\$ 269,542	\$ 212,185
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	151,014	119,051
Deferred income taxes	3,142	(1,555)
Non-cash stock compensation charges	14,203	11,126
Excess tax benefits from stock-based compensation	(9,001)	(8,608)
Loss on disposal of property and equipment	6,822	2,647
Change in operating assets and liabilities:		
Receivables	(716)	1,501
Merchandise inventories	(375,230)	(303,178)
Prepaid expenses and other current assets	(13,063)	(3,919)
Income taxes	(10,716)	(12,929)
Accounts payable	228,897	100,491
Accrued liabilities	11,247	427
Deferred rent	39,878	30,187
Other assets and liabilities	6,999	1,547
Net cash provided by operating activities	323,018	148,973
Investing activities		
Purchases of short-term investments	(60,000)	(50,000)
Proceeds from short-term investments	80,000	50,000
Purchases of property and equipment	(281,203)	(231,909)
Net cash used in investing activities	(261,203)	(231,909)
Financing activities		
Repurchase of common shares	(296,994)	(121,272)
Stock options exercised	16,188	17,877
Excess tax benefits from stock-based compensation	9,001	8,608
Purchase of treasury shares	(2,742)	(1,874)
Net cash used in financing activities	(274,547)	(96,661)
Net decrease in cash and cash equivalents	(212,732)	(179,597)
Cash and cash equivalents at beginning of period	345,840	389,149
Cash and cash equivalents at end of period	<u>\$ 133,108</u>	<u>\$ 209,552</u>
Supplemental cash flow information		
Cash paid for income taxes (net of refunds)	\$ 168,471	\$ 139,405
Non-cash investing activities:		
Change in property and equipment included in accrued liabilities	\$ 30,971	\$ 16,868

See accompanying notes to consolidated financial statements.

Ulta Salon, Cosmetics & Fragrance, Inc.
Consolidated Statement of Stockholders' Equity
(Unaudited)

(In thousands)	Common Stock		Treasury - Common Stock		Additional Paid-In Capital	Retained Earnings	Total Stockholders' Equity
	Issued Shares	Amount	Treasury Shares	Amount			
Balance – January 30, 2016	64,131	\$ 641	(591)	\$(11,685)	\$621,715	\$ 832,215	\$ 1,442,886
Stock options exercised and other awards	239	2	—	—	16,186	—	16,188
Purchase of treasury shares	—	—	(13)	(2,742)	—	—	(2,742)
Net income for the 39 weeks ended October 29, 2016	—	—	—	—	—	269,542	269,542
Excess tax benefits from stock-based compensation	—	—	—	—	9,001	—	9,001
Stock compensation charge	—	—	—	—	14,203	—	14,203
Repurchase of common shares	(1,450)	(14)	—	—	(8,069)	(288,911)	(296,994)
Balance – October 29, 2016	<u>62,920</u>	<u>\$ 629</u>	<u>(604)</u>	<u>\$(14,427)</u>	<u>\$653,036</u>	<u>\$ 812,846</u>	<u>\$ 1,452,084</u>

See accompanying notes to consolidated financial statements.

Ulta Salon, Cosmetics & Fragrance, Inc.
Notes to Consolidated Financial Statements
(Unaudited)

1. Business and basis of presentation

Ulta Salon, Cosmetics & Fragrance, Inc. was incorporated in the state of Delaware on January 9, 1990, to operate specialty retail stores selling cosmetics, fragrance, haircare and skincare products and related accessories and services. The stores also feature full-service salons. As of October 29, 2016, the Company operated 949 stores in 48 states and the District of Columbia, as shown in the table below. As used in these notes and throughout this Quarterly Report on Form 10-Q, all references to “we,” “us,” “our,” “Ulta,” “Ulta Beauty” or the “Company” refer to Ulta Salon, Cosmetics & Fragrance, Inc. and its consolidated subsidiaries.

<u>Location</u>	<u>Number of stores</u>	<u>Location</u>	<u>Number of stores</u>
Alabama	15	Montana	5
Alaska	3	Nebraska	4
Arizona	25	Nevada	14
Arkansas	7	New Hampshire	7
California	114	New Jersey	25
Colorado	20	New Mexico	6
Connecticut	12	New York	33
Delaware	3	North Carolina	26
District of Columbia	1	North Dakota	2
Florida	66	Ohio	36
Georgia	29	Oklahoma	14
Idaho	7	Oregon	11
Illinois	46	Pennsylvania	35
Indiana	17	Rhode Island	2
Iowa	8	South Carolina	15
Kansas	9	South Dakota	2
Kentucky	10	Tennessee	18
Louisiana	16	Texas	93
Maine	3	Utah	12
Maryland	15	Virginia	24
Massachusetts	13	Washington	21
Michigan	43	West Virginia	6
Minnesota	12	Wisconsin	18
Mississippi	8	Wyoming	2
Missouri	16	Total	949

The accompanying unaudited consolidated financial statements and related notes have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and the U.S. Securities and Exchange Commission’s Article 10, Regulation S-X. These consolidated financial statements were prepared on a consolidated basis to include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts, transactions and unrealized profit were eliminated in consolidation. In the opinion of management, the accompanying consolidated financial statements reflect all adjustments, which are of a normal recurring nature, necessary to fairly state the financial position and results of operations and cash flows for the interim periods presented.

The Company’s business is subject to seasonal fluctuation. Significant portions of the Company’s net sales and net income are realized during the fourth quarter of the fiscal year due to the holiday selling season. The results for the 13 and 39 weeks ended October 29, 2016 are not necessarily indicative of the results to be expected for the fiscal year ending January 28, 2017, or for any other future interim period or for any future year.

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These interim consolidated financial statements and the related notes should be read in conjunction with the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended January 30, 2016. All amounts are stated in thousands, with the exception of per share amounts and number of stores.

2. Summary of significant accounting policies

Information regarding the Company's significant accounting policies is contained in Note 2, "Summary of significant accounting policies," to the financial statements in the Company's Annual Report on Form 10-K for the year ended January 30, 2016. Presented below and in the following notes is supplemental information that should be read in conjunction with "Notes to Financial Statements" in the Annual Report.

Fiscal quarter

The Company's quarterly periods are the 13 weeks ending on the Saturday closest to April 30, July 31, October 31, and January 31. The Company's third quarters in fiscal 2016 and 2015 ended on October 29, 2016 and October 31, 2015, respectively.

Share-based compensation

The Company measures share-based compensation cost on the grant date, based on the fair value of the award, and recognizes the expense on a straight-line method over the requisite service period for awards expected to vest. The Company estimated the grant date fair value of stock options using a Black-Scholes valuation model using the following weighted-average assumptions for the periods indicated:

	39 Weeks Ended	
	October 29, 2016	October 31, 2015
Volatility rate	35.0%	38.6%
Average risk-free interest rate	1.2%	1.6%
Average expected life (in years)	3.5	5.0
Dividend yield	None	None

The Company granted 109 and 295 stock options during the 39 weeks ended October 29, 2016 and October 31, 2015, respectively. The compensation cost that has been charged against operating income for stock option grants was \$1,983 and \$1,743 for the 13 weeks ended October 29, 2016 and October 31, 2015, respectively. The compensation cost that has been charged against operating income for stock option grants was \$5,965 and \$5,682 for the 39 weeks ended October 29, 2016 and October 31, 2015, respectively. The weighted-average grant date fair value of these options was \$52.95 and \$57.40, respectively. At October 29, 2016, there was approximately \$22,054 of unrecognized compensation expense related to unvested stock options.

The Company issued 52 and 55 restricted stock units during 39 weeks ended October 29, 2016 and October 31, 2015, respectively. The compensation cost that has been charged against operating income for restricted stock units was \$1,890 and \$1,401 for the 13 weeks ended October 29, 2016 and October 31, 2015, respectively. The compensation cost that has been charged against operating income for restricted stock units was \$5,335 and \$4,558 for the 39 weeks ended October 29, 2016 and October 31, 2015, respectively. At October 29, 2016, there was approximately \$13,452 of unrecognized compensation expense related to restricted stock units.

The Company issued 24 and 22 performance-based restricted stock units during the 39 weeks ended October 29, 2016 and October 31, 2015, respectively. The compensation cost that has been charged against operating income for performance-based restricted stock units was \$1,468 and \$404 for the 13 weeks ended October 29, 2016 and October 31, 2015, respectively. The compensation cost that has been charged against operating income for performance-based restricted stock units was \$2,903 and \$886 for the 39 weeks ended October 29, 2016 and October 31, 2015, respectively. At October 29, 2016, there was approximately \$9,783 of unrecognized compensation expense related to performance-based restricted stock units.

Recent accounting pronouncements not yet adopted

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers, issued as a new Topic, Accounting Standards Codification Topic 606 (ASU 2014-09). The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that we will recognize revenue when we transfer promised goods or services to customers in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU 2015-14 Revenue from Contracts with Customers (Topic 606), which delayed the effective date of ASU 2014-09 by one year. With the deferral, the revenue recognition standard is effective for annual reporting periods beginning after December 15, 2017, including

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interim reporting periods with early adoption permitted for annual reporting periods beginning after December 15, 2016, including interim reporting periods. In March 2016, the FASB issued ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (ASU 2016-08) which further clarifies how to implement revenue recognition guidance related to determining whether an entity is a principal or an agent in a revenue transaction. In April 2016, the FASB issued ASU 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing (ASU 2016-10) which further clarifies the aspects of (a) identifying performance obligations and (b) the licensing implementation guidance. The effective date and transition requirements for ASU 2016-08 and ASU 2016-10 are the same as the effective date and transition requirements of ASU 2014-09. These standards allow for either full retrospective or modified retrospective adoption. The Company is currently evaluating the application method and the impact of these new standards on its consolidated financial position, results of operations and cash flows.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). This standard will change the way all leases of one year or more are treated. Under this guidance, lessees will be required to capitalize virtually all leases on the balance sheet as a right-of-use asset and recognize an associated financing lease liability or capital lease liability. The right-of-use asset represents the lessee's right to use, or control the use of, a specified asset for the specified lease term. The lease liability represents the lessee's obligation to make lease payments arising from the lease, measured on a discounted basis. Based on certain characteristics, leases are classified as financing leases or operating leases. Financing lease liabilities, those that contain provisions similar to capitalized leases, are amortized like capital leases under current GAAP as amortization expense and interest expense in the statement of operations. Operating lease liabilities are amortized on a straight-line basis over the life of the lease as lease expense in the statement of operations. ASU 2016-02 is effective for public companies for annual reporting periods beginning after December 15, 2018, including interim reporting periods. The Company is currently evaluating the impact of this new standard on its consolidated financial position, results of operations and cash flows.

In March 2016, the FASB issued ASU 2016-04, Liabilities – Extinguishments of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored – Value Products. This update entitles a company to derecognize amounts related to expected breakage to the extent that it is probable a significant reversal of the recognized breakage amount will not subsequently occur. ASU 2016-04 is effective for annual and interim periods beginning after December 15, 2017, and early adoption is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial position, results of operations and cash flows.

In March 2016, the FASB issued ASU 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. This guidance will change how companies account for certain aspects of share-based payments to employees. Companies will have to recognize all income tax effects of awards in the income statement when the awards vest or are settled, and additional paid-in capital pools will be eliminated. The guidance on employer's accounting for an employee's use of shares to satisfy the employer's statutory income tax withholding obligation and for forfeitures is changing, and two practical expedients for non-public entities have been added. ASU 2016-09 is effective for annual and interim reporting periods beginning after December 15, 2016, and early adoption is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial position, results of operations and cash flows.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force). ASU 2016-15 provides classification guidance on certain cash receipts and cash payments, including, but not limited to, debt prepayment costs, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of bank-owned life insurance policies and distributions received from equity method investees. The adoption of ASU 2016-15 requires a retrospective transition method applied to each period presented. ASU 2016-15 is effective for annual periods and interim periods beginning after December 15, 2017, and early adoption is permitted. The adoption of ASU 2016-15 is not expected to have a material impact on the Corporation's consolidated financial position, results of operations and cash flows.

Recently adopted accounting pronouncements

In June 2014, the FASB issued ASU 2014-12, Compensation – Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. This update clarifies the accounting for share-based awards with performance targets. ASU 2014-12 is effective for public companies for annual reporting periods beginning after December 15, 2015, including interim reporting periods. As permitted, the Company adopted this standard, prospectively, in its first quarter ended April 30, 2016 and its adoption had no impact on its consolidated financial position, results of operations and cash flows.

In April 2015, the FASB issued ASU 2015-05, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customers' Accounting for Fees Paid in a Cloud Computing Arrangement. This standard provides guidance to determine whether a cloud-based computing arrangement includes a software license. If a cloud-based computing arrangement includes a software license,

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the customer must account for the software element of the arrangement consistent with the acquisition of other software licenses. Otherwise, the customer must account for the arrangement as a service contract. As permitted, the Company adopted this standard, prospectively, in its first quarter ended April 30, 2016 and its adoption had no impact on its consolidated financial position, results of operations and cash flows.

3. Commitments and contingencies

Leases – The Company leases retail stores, distribution and office facilities and certain equipment. Original non-cancelable lease terms range from three to ten years and leases generally contain renewal options for additional years. Total rent expense under operating leases was \$51,580 and \$46,550 for the 13 weeks ended October 29, 2016 and October 31, 2015, respectively. Total rent expense under operating leases was \$150,424 and \$134,851 for the 39 weeks ended October 29, 2016 and October 31, 2015, respectively.

General litigation – The Company is involved in various legal proceedings that are incidental to the conduct of our business, including three putative employment class action lawsuits in California, each of which has settled. One case received final court approval and the remaining two cases are in the process of obtaining court approval. In the opinion of management, the amount of any liability with respect to these proceedings, either individually or in the aggregate, will not have a material adverse effect on the Company's results of operations, consolidated financial position or liquidity.

4. Notes payable

In 2011, the Company entered into an Amended and Restated Loan and Security Agreement with Wells Fargo Bank, National Association, as Administrative Agent, Collateral Agent and a Lender thereunder, Wells Fargo Capital Finance LLC as a Lender, J.P. Morgan Securities LLC as a Lender, JP Morgan Chase Bank, N.A. as a Lender and PNC Bank, National Association, as a Lender, which has been amended multiple times since 2011 (as amended, the Loan Agreement). The Loan Agreement currently matures in December 2018, provides maximum revolving loans equal to the lesser of \$200,000 or a percentage of eligible owned inventory, contains a \$10,000 subfacility for letters of credit and allows the Company to increase the revolving facility by an additional \$50,000, subject to consent by each lender and other conditions. The Loan Agreement contains a requirement to maintain a minimum amount of excess borrowing availability at all times. Substantially all of the Company's assets are pledged as collateral for outstanding borrowings under the facility. Outstanding borrowings will bear interest at the prime rate or London Interbank Offered Rate plus 1.50% and the unused line fee is 0.20%.

As of October 29, 2016, January 30, 2016 and October 31, 2015, the Company had no borrowings outstanding under the credit facility and the Company was in compliance with all terms and covenants of the agreement.

5. Investments

The Company's short-term investments as of October 29, 2016, January 30, 2016 and October 31, 2015 consist of \$110,000, \$130,000 and \$150,209, respectively, in certificates of deposit. These short-term investments are carried at cost, which approximates fair value and are recorded in the Consolidated Balance Sheets in Short-term investments. The contractual maturity of the Company's investments was less than twelve months at October 29, 2016.

6. Fair Value Measurements

The carrying value of cash and cash equivalents, accounts receivable and accounts payable approximates their estimated fair values due to the short maturities of these instruments.

Fair value is measured using inputs from the three levels of the fair value hierarchy, which are described as follows:

- Level 1 – observable inputs such as quoted prices for identical instruments in active markets.
- Level 2 – inputs other than quoted prices in active markets that are observable either directly or indirectly through corroboration with observable market data.
- Level 3 – unobservable inputs in which there is little or no market data, which would require the Company to develop its own assumptions.

As of October 29, 2016, January 30, 2016 and October 31, 2015, the Company held financial liabilities of \$10,955, \$7,491 and \$7,858, respectively, related to its non-qualified deferred compensation plan. The liabilities have been categorized as Level 2 as they are based on third-party reported net asset values, which are based primarily on quoted market prices of underlying assets of the funds within the plan.

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7. Net income per common share

The following is a reconciliation of net income and the number of shares of common stock used in the computation of net income per basic and diluted share:

(In thousands, except per share data)	13 Weeks Ended		39 Weeks Ended	
	October 29, 2016	October 31, 2015	October 29, 2016	October 31, 2015
Numerator for diluted net income per share – net income	\$ 87,562	\$ 71,070	\$ 269,542	\$ 212,185
Denominator for basic net income per share – weighted-average common shares	62,371	63,882	62,625	64,050
Dilutive effect of stock options and non-vested stock	321	314	307	333
Denominator for diluted net income per share	62,692	64,196	62,932	64,383
Net income per common share:				
Basic	\$ 1.40	\$ 1.11	\$ 4.30	\$ 3.31
Diluted	\$ 1.40	\$ 1.11	\$ 4.28	\$ 3.30

The denominators for diluted net income per common share for the 13 weeks ended October 29, 2016 and October 31, 2015 exclude 21 and 293 employee stock options and restricted stock units, respectively, due to their anti-dilutive effects. The denominators for diluted net income per common share for the 39 weeks ended October 29, 2016 and October 31, 2015 exclude 184 and 409 employee stock options and restricted stock, respectively, due to their anti-dilutive effects. Outstanding performance-based restricted stock units are included in the computation of dilutive shares only to the extent that the underlying performance conditions are satisfied prior to the end of the reporting period or would be considered satisfied if the end of the reporting period were the end of the related contingency period and the results would be dilutive under the treasury stock method.

8. Share repurchase program

On September 11, 2014, the Company announced that the Board of Directors authorized a share repurchase program (the 2014 Share Repurchase Program) pursuant to which the Company could repurchase up to \$300,000 of the Company's common stock. The 2014 Share Repurchase Program authorization revoked the previously authorized, but unused amounts of \$112,664 from the share repurchase program adopted in 2013. On March 12, 2015, the Company announced that the Board of Directors authorized an increase of \$100,000 to the 2014 Share Repurchase Program effective March 17, 2015. The 2014 Share Repurchase Program did not have an expiration date, but provided for suspension or discontinuation at any time.

On March 10, 2016, the Company announced that the Board of Directors authorized a new share repurchase program (the 2016 Share Repurchase Program) pursuant to which the Company may repurchase up to \$425,000 of the Company's common stock. The 2016 Share Repurchase Program authorization revoked the previously authorized, but unused amounts of \$172,386 from the 2014 Share Repurchase Program. The 2016 Share Repurchase Program does not have an expiration date and may be suspended or discontinued at any time.

As part of the 2016 Share Repurchase Program, the Company entered into an Accelerated Share Repurchase (ASR) agreement with Goldman, Sachs & Co. to repurchase \$200,000 of the Company's common stock. Under the ASR agreement, the Company paid \$200,000 to Goldman, Sachs & Co. and received an initial delivery of 852 shares in the first quarter of 2016, which were retired and represented 80% of the total shares the Company expected to receive based on the market price at the time of the initial delivery. In May 2016, the ASR settled and an additional 153 shares were delivered to the Company and retired. The final number of shares delivered upon settlement was determined with reference to the average price of the Company's common stock over the term of the agreement. The transaction was accounted for as an equity transaction. The par value of shares received was recorded as a reduction to common stock with the remainder recorded as a reduction to additional paid-in capital and retained earnings. Upon receipt of the shares, there was an immediate reduction in the weighted average common shares calculation for basic and diluted earnings per share.

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During the 39 weeks ended October 29, 2016, excluding the shares repurchased under the ASR, we purchased 445 shares of common stock for \$96,994 at an average price of \$218.18. During the 39 weeks ended October 31, 2015, we purchased 772 shares of common stock for \$121,272 at an average price of \$157.05.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and related notes included elsewhere in this quarterly report. This discussion contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, which reflect our current views with respect to, among other things, future events and financial performance. You can identify these forward-looking statements by the use of forward-looking words such as "outlook," "believes," "expects," "plans," "estimates," "targets," "strategies" or other comparable words. Any forward-looking statements contained in this Form 10-Q are based upon our historical performance and on current plans, estimates and expectations. The inclusion of this forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates, targets, strategies or expectations contemplated by us will be achieved. Such forward-looking statements are subject to various risks and uncertainties, which include, without limitation:

- the impact of weakness in the economy;
- changes in the overall level of consumer spending;
- the possibility that we may be unable to compete effectively in our highly competitive markets;
- the possibility that cybersecurity breaches and other disruptions could compromise our information or result in the unauthorized disclosure of confidential information;
- the possibility that the capacity of our distribution and order fulfillment infrastructure and the performance of our newly opened distribution centers may not be adequate to support our recent growth and expected future growth plans;
- our ability to gauge beauty trends and react to changing consumer preferences in a timely manner;
- our ability to attract and retain key executive personnel;
- customer acceptance of our rewards program and technological and marketing initiatives;
- our ability to sustain our growth plans and successfully implement our long-range strategic and financial plan;
- the possibility that our continued opening of new stores could strain our resources and have a material adverse effect on our business and financial performance;
- the possibility of material disruptions to our information systems;
- changes in the wholesale cost of our products;
- the possibility that new store openings and existing locations may be impacted by developer or co-tenant issues;
- weather conditions that could negatively impact sales;
- our ability to successfully execute our common stock repurchase program or implement future common stock repurchase programs; and
- other risk factors detailed in our public filings with the Securities and Exchange Commission (the SEC), including risk factors contained in Item 1A, "Risk Factors" of our Annual Report on Form 10-K for the year ended January 30, 2016, as such may be amended or supplemented in our subsequently filed Quarterly Reports on Form 10-Q (including this report).

Except to the extent required by the federal securities laws, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

References in the following discussion to "we," "us," "our," "Ulta," "Ulta Beauty," the "Company," and similar references mean Ulta Salon, Cosmetics & Fragrance, Inc. and its consolidated subsidiaries, unless otherwise expressly stated or the context otherwise requires.

Overview

We were founded in 1990 as a beauty retailer at a time when prestige, mass and salon products were sold through distinct channels – department stores for prestige products, drug stores and mass merchandisers for mass products and salons and authorized retail outlets for professional hair care products. We developed a unique specialty retail concept that offers All Things Beauty, All in One Place™, a compelling value proposition and a convenient and welcoming shopping environment. We believe our strategy provides us with the competitive advantages that have contributed to our financial performance.

We are currently the largest beauty retailer in the United States and the premier beauty destination for cosmetics, fragrance, skin care products and hair care products and salon services. We focus on providing affordable indulgence to our guests by combining unmatched product breadth, value and convenience with the distinctive environment and experience of a specialty retailer. Key aspects of our business include: our ability to offer our guests a unique combination of more than 20,000 beauty products across the

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categories of prestige and mass cosmetics, fragrance, haircare, skincare, bath and body products and salon styling tools, as well as a full-service salon in every store featuring hair, skin and brow services; our focus on delivering a compelling value proposition to our guests across all of our product categories; and convenience, as our stores are predominantly located in convenient, high-traffic locations such as power centers.

The continued growth of our business and any future increases in net sales, net income and cash flows is dependent on our ability to execute our six strategic imperatives: 1) acquire new guests and deepen loyalty with existing guests, 2) differentiate by delivering a distinctive and personalized guest experience across all channels, 3) offer relevant, innovative and often exclusive products that excite our guests, 4) deliver exceptional services in three core areas: hair, skin health and brows, 5) grow stores and e-commerce to reach and serve more guests and 6) invest in infrastructure to support our guest experience and growth, and capture scale efficiencies. We believe that the expanding U.S. beauty products and salon services industry, the shift in distribution channel of prestige beauty products from department stores to specialty retail stores, coupled with Ulta Beauty's competitive strengths, positions us to capture additional market share in the industry.

Comparable sales is a key metric that is monitored closely within the retail industry. Our comparable sales have fluctuated in the past and we expect them to continue to fluctuate in the future. A variety of factors affect our comparable sales, including general U.S. economic conditions, changes in merchandise strategy or mix and timing and effectiveness of our marketing activities, among others.

Over the long-term, our growth strategy is to increase total net sales through increases in our comparable sales, by opening new stores and by increasing sales in our e-commerce channel. Operating profit is expected to increase as a result of our ability to expand merchandise margin and leverage our fixed store costs with comparable sales increases and operating efficiencies offset by incremental investments in people, systems and supply chain required to support a 1,400 to 1,700 store chain with a successful e-commerce business and competitive omni-channel capabilities.

Basis of presentation

We have determined the operating segments on the same basis that we use to internally evaluate performance. We have combined our three operating segments: retail stores, salon services and e-commerce, into one reportable segment because they have a similar class of consumers, economic characteristics, nature of products and distribution methods.

Net sales include store and e-commerce merchandise sales as well as salon service revenue. We recognize merchandise revenue at the point of sale in our retail stores and e-commerce sales are recorded based on delivery of merchandise to the guest. Merchandise sales are recorded net of estimated returns. Salon service revenue is recognized at the time the service is provided. Gift card sales revenue is deferred until the guest redeems the gift card. Company coupons and other incentives are recorded as a reduction of net sales.

Comparable sales reflect sales for stores beginning on the first day of the 14th month of operation. Therefore, a store is included in our comparable store base on the first day of the period after one year of operations plus the initial one month grand opening period. Non-comparable store sales include sales from new stores that have not yet completed their 13th month of operation and stores that were closed for part or all of the period in either year as a result of remodel activity. Remodeled stores are included in comparable sales unless the store was closed for a portion of the current or prior period. Comparable sales include the Company's e-commerce business. There may be variations in the way in which some of our competitors and other retailers calculate comparable or same store sales.

Measuring comparable sales allows us to evaluate the performance of our store base as well as several other aspects of our overall strategy. Several factors could positively or negatively impact our comparable sales results:

- the general national, regional and local economic conditions and corresponding impact on customer spending levels;
- the introduction of new products or brands;
- the location of new stores in existing store markets;
- competition;
- our ability to respond on a timely basis to changes in consumer preferences;
- the effectiveness of our various marketing activities; and
- the number of new stores opened and the impact on the average age of all of our comparable stores.

Cost of sales includes:

- the cost of merchandise sold (retail and e-commerce), including substantially all vendor allowances, which are treated as a reduction of merchandise costs;

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- warehousing and distribution costs including labor and related benefits, freight, rent, depreciation and amortization, real estate taxes, utilities and insurance;
- store occupancy costs including rent, depreciation and amortization, real estate taxes, utilities, repairs and maintenance, insurance, licenses and cleaning expenses;
- salon payroll and benefits;
- customer loyalty program expense; and
- shrink and inventory valuation reserves.

Our cost of sales may be negatively impacted as we open an increasing number of stores. Changes in our merchandise mix may also have an impact on cost of sales. This presentation of items included in cost of sales may not be comparable to the way in which our competitors or other retailers compute their cost of sales.

Selling, general and administrative expenses include:

- payroll, bonus and benefit costs for retail and corporate employees;
- advertising and marketing costs;
- credit card program incentives;
- occupancy costs related to our corporate office facilities;
- stock-based compensation expense;
- depreciation and amortization for all assets, except those related to our retail and warehouse operations, which are included in cost of sales; and
- legal, finance, information systems and other corporate overhead costs.

This presentation of items in selling, general and administrative expenses may not be comparable to the way in which our competitors or other retailers compute their selling, general and administrative expenses.

Pre-opening expenses include non-capital expenditures during the period prior to store opening for new, remodeled and relocated stores including rent during the construction period for new and relocated stores, store set-up labor, management and employee training, and grand opening advertising.

Interest income, net includes both interest income and expense. Interest income represents interest from short-term investments with maturities of twelve months or less from the date of purchase. Interest expense includes interest costs and unused facility fees associated with our credit facility, which is structured as an asset-based lending instrument. Our credit facility interest is based on a variable interest rate structure, which can result in increased cost in periods of rising interest rates.

Income tax expense reflects the federal statutory tax rate and the weighted average state statutory tax rate for the states in which we operate stores.

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Results of operations

Our quarterly periods are the 13 weeks ending on the Saturday closest to April 30, July 31, October 31 and January 31. The Company's third quarters in fiscal 2016 and 2015 ended on October 29, 2016 and October 31, 2015, respectively. Our quarterly results of operations have varied in the past and are likely to do so again in the future. As such, we believe that period-to-period comparisons of our results of operations should not be relied upon as an indication of our future performance.

The following table presents the components of our consolidated results of operations for the periods indicated:

(Dollars in thousands)	13 Weeks Ended		39 Weeks Ended	
	October 29, 2016	October 31, 2015	October 29, 2016	October 31, 2015
Net sales	\$1,131,232	\$ 910,700	\$3,274,163	\$2,655,821
Cost of sales	704,179	575,062	2,071,842	1,710,524
Gross profit	427,053	335,638	1,202,321	945,297
Selling, general and administrative expenses	280,464	218,763	757,568	595,185
Pre-opening expenses	6,928	6,106	14,159	13,301
Operating income	139,661	110,769	430,594	336,811
Interest income, net	(211)	(283)	(774)	(870)
Income before income taxes	139,872	111,052	431,368	337,681
Income tax expense	52,310	39,982	161,826	125,496
Net income	<u>\$ 87,562</u>	<u>\$ 71,070</u>	<u>\$ 269,542</u>	<u>\$ 212,185</u>
Other operating data:				
Number of stores end of period	949	860	949	860
Comparable sales increase:				
Retail and salon comparable sales	14.3%	10.9%	13.6%	9.9%
E-commerce comparable sales	59.1%	56.3%	50.8%	50.2%
Total comparable sales increase	16.7%	12.8%	15.4%	11.4%

(Percentage of net sales)	13 Weeks Ended		39 Weeks Ended	
	October 29, 2016	October 31, 2015	October 29, 2016	October 31, 2015
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	62.2%	63.1%	63.3%	64.4%
Gross profit	37.8%	36.9%	36.7%	35.6%
Selling, general and administrative expenses	24.8%	24.0%	23.1%	22.4%
Pre-opening expenses	0.6%	0.7%	0.4%	0.5%
Operating income	12.4%	12.2%	13.2%	12.7%
Interest income, net	0.0%	0.0%	0.0%	0.0%
Income before income taxes	12.4%	12.2%	13.2%	12.7%
Income tax expense	4.6%	4.4%	4.9%	4.7%
Net income	<u>7.7%</u>	<u>7.8%</u>	<u>8.2%</u>	<u>8.0%</u>

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Comparison of 13 weeks ended October 29, 2016 to 13 weeks ended October 31, 2015

Net sales

Net sales increased \$220.5 million or 24.2%, to \$1,131.2 million for the 13 weeks ended October 29, 2016, compared to \$910.7 million for the 13 weeks ended October 31, 2015. Salon service sales increased \$8.7 million or 16.7%, to \$60.4 million compared to \$51.7 million in the third quarter of 2015. E-commerce sales increased \$27.4 million or 59.1%, to \$73.6 million compared to \$46.2 million in the third quarter of 2015. The net sales increase is due to comparable stores driving an increase of \$147.9 million and an increase in non-comparable stores of \$72.6 million compared to the third quarter of 2015.

The 16.7% comparable sales increase consisted of an 14.3% increase at the Company's retail and salon stores and a 59.1% increase in the Company's e-commerce business. The inclusion of the e-commerce business resulted in an increase of approximately 240 basis points to the Company's consolidated same store sales calculation for the 13 weeks ended October 29, 2016 compared to 190 basis points for the 13 weeks ended October 31, 2015. The total comparable sales increase included a 11.1% increase in transactions and a 5.6% increase in average ticket. We attribute the increase in comparable sales to our successful marketing and merchandising strategies.

Gross profit

Gross profit increased \$91.4 million or 27.2%, to \$427.1 million for the 13 weeks ended October 29, 2016, compared to \$335.6 million for the 13 weeks ended October 31, 2015. Gross profit as a percentage of net sales increased 90 basis points to 37.8% for the 13 weeks ended October 29, 2016, compared to 36.9% for the 13 weeks ended October 31, 2015. The increase in gross profit margin was primarily due to improvements in merchandise margins, driven by our marketing and merchandising strategies, and leverage in fixed store costs, attributed to the impact of higher sales volume, partly offset by planned supply chain deleverage related to supply chain investments.

Selling, general and administrative expenses

Selling, general and administrative (SG&A) expenses increased \$61.7 million or 28.2%, to \$280.5 million for the 13 weeks ended October 29, 2016, compared to \$218.8 million for the 13 weeks ended October 31, 2015. As a percentage of net sales, SG&A expenses increased 80 basis points to 24.8% for the 13 weeks ended October 29, 2016, compared to 24.0% for the 13 weeks ended October 31, 2015. The deleverage in SG&A expenses is primarily due to investments to support our growth initiatives and deleverage of corporate overhead costs, in part due to a \$1.8 million impairment charge related to a Louisiana store closure impacted by the August floods. This was partly offset by leverage in marketing expense attributed to strong sales growth.

Pre-opening expenses

Pre-opening expenses increased \$0.8 million to \$6.9 million for the 13 weeks ended October 29, 2016, compared to \$6.1 million for the 13 weeks ended October 31, 2015. During the 13 weeks ended October 29, 2016, we opened 42 new stores, relocated one store and remodeled six stores, compared to 45 new store openings, two store relocations and two remodeled stores during the 13 weeks ended October 31, 2015.

Interest income, net

Interest income, net was insignificant for the 13 weeks ended October 29, 2016 and October 31, 2015. Interest income results from short-term investments with maturities of twelve months or less from the date of purchase. Interest expense represents various fees related to the credit facility. We did not utilize our credit facility during the third quarter of fiscal 2016 or 2015.

Income tax expense

Income tax expense of \$52.3 million for the 13 weeks ended October 29, 2016 represents an effective tax rate of 37.4%, compared to \$40.0 million of tax expense representing an effective tax rate of 36.0% for the 13 weeks ended October 31, 2015. The higher tax rate is primarily due to benefits in the prior year related to changes in state income tax rates.

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Net income

Net income increased \$16.5 million or 23.2%, to \$87.6 million for the 13 weeks ended October 29, 2016, compared to \$71.1 million for the 13 weeks ended October 31, 2015. The increase is primarily related to the \$91.4 million increase in gross profit, offset by a \$61.7 million increase in SG&A expenses and a \$12.3 million increase in income tax expense.

Comparison of 39 weeks ended October 29, 2016 to 39 weeks ended October 31, 2015

Net sales

Net sales increased \$618.3 million or 23.3%, to \$3,274.2 million for the 39 weeks ended October 29, 2016, compared to \$2,655.8 million for the 39 weeks ended October 31, 2015. Salon service sales increased \$23.5 million or 15.2%, to \$178.2 million compared to \$154.7 million in the first 39 weeks of fiscal 2015. E-commerce sales increased \$64.2 million or 50.8%, to \$190.5 million compared to \$126.3 million in the first 39 weeks of fiscal 2015. The net sales increase is due to comparable stores driving an increase of \$401.7 million and an increase in non-comparable stores of \$216.6 million compared to the first 39 weeks of fiscal 2015.

The 15.4% comparable sales increase consisted of a 13.6% increase at the Company's retail and salon stores and a 50.8% increase in the Company's e-commerce business. The inclusion of the e-commerce business resulted in an increase of approximately 180 basis points to the Company's consolidated same store sales calculation for the 39 weeks ended October 29, 2016 compared to 150 basis points for the 39 weeks ended October 31, 2015. The total comparable sales increase included a 10.6% increase in transactions and a 4.8% increase in average ticket. We attribute the increase in comparable sales to our successful marketing and merchandising strategies.

Gross profit

Gross profit increased \$257.0 million or 27.2%, to \$1,202.3 million for the 39 weeks ended October 29, 2016, compared to \$945.3 million for the 39 weeks ended October 31, 2015. Gross profit as a percentage of net sales increased 110 basis points to 36.7% for the 39 weeks ended October 29, 2016, compared to 35.6% for the 39 weeks ended October 31, 2015. The increase in gross profit margin was primarily due to improvements in merchandise margins, driven by our marketing and merchandising strategies, and leverage in fixed store costs, attributed to the impact of higher sales volume, partly offset by planned supply chain deleverage related to our new distribution centers.

Selling, general and administrative expenses

Selling, general and administrative (SG&A) expenses increased \$162.4 million or 27.3%, to \$757.6 million for the 39 weeks ended October 29, 2016, compared to \$595.2 million for the 39 weeks ended October 31, 2015. As a percentage of net sales, SG&A expenses increased 70 basis points to 23.1% for the 39 weeks ended October 29, 2016, compared to 22.4% for the 39 weeks ended October 31, 2015. The deleverage in SG&A expenses is primarily due to investments to support our growth initiatives and deleverage of corporate overhead costs, in part due to impairment charges related to the closure of stores in Chicago and Louisiana. This was partly offset by leverage in marketing expense.

Pre-opening expenses

Pre-opening expenses increased \$0.9 million to \$14.2 million for the 39 weeks ended October 29, 2016, compared to \$13.3 million for the 39 weeks ended October 31, 2015. During the 39 weeks ended October 29, 2016, we opened 79 new stores, relocated two stores and remodeled eleven stores, compared to 89 new store openings, four store relocations and four remodeled stores during the 39 weeks ended October 31, 2015.

Interest income, net

Interest income, net was \$0.8 million for the 39 weeks ended October 29, 2016, compared to \$0.9 million for the 39 weeks ended October 31, 2015. Interest income results from short-term investments with maturities of twelve months or less from the date of purchase. Interest expense represents various fees related to the credit facility. We did not utilize our credit facility during the first 39 weeks of fiscal 2016 or 2015.

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Income tax expense

Income tax expense of \$161.8 million for the 39 weeks ended October 29, 2016 represents an effective tax rate of 37.5%, compared to \$125.5 million of tax expense representing an effective tax rate of 37.2% for the 39 weeks ended October 31, 2015. The higher tax rate is primarily due to benefits in the prior year related to changes in state income tax rates.

Net income

Net income increased \$57.4 million or 27.0%, to \$269.5 million for the 39 weeks ended October 29, 2016, compared to \$212.2 million for the 39 weeks ended October 31, 2015. The increase is primarily related to the \$257.0 million increase in gross profit, offset by a \$162.4 million increase in SG&A expenses and a \$36.3 million increase in income tax expense.

Liquidity and capital resources

Our primary cash needs are for capital expenditures for new, relocated and remodeled stores, increased merchandise inventories related to store expansion and new brand additions, in-store boutiques (sets of custom designed fixtures configured to prominently display certain prestige brands within our stores), supply chain improvements, share repurchases and for continued improvements in our information technology systems.

Our primary sources of liquidity are cash on hand, short-term investments and cash flows from operations, including changes in working capital, and borrowings under our credit facility. The most significant component of our working capital is merchandise inventories reduced by related accounts payable and accrued expenses.

Our working capital needs are greatest from August through November each year as a result of our inventory build-up during this period for the approaching holiday season. This is also the time of year when we are at maximum investment levels in our new store class and may not have collected all of the landlord allowances due to us as part of our lease agreements. Based on past performance and current expectations, we believe that cash on hand, short-term investments, cash generated from operations and borrowings under our credit facility will satisfy the Company's working capital needs, capital expenditure needs, commitments and other liquidity requirements through at least the next 12 months.

The following table presents a summary of our cash flows for the periods indicated:

	39 Weeks Ended	
	October 29, 2016	October 31, 2015
(In thousands)		
Net cash provided by operating activities	\$ 323,018	\$ 148,973
Net cash used in investing activities	(261,203)	(231,909)
Net cash used in financing activities	(274,547)	(96,661)
Net decrease in cash and cash equivalents	<u>\$ (212,732)</u>	<u>\$ (179,597)</u>

Operating activities

Operating activities consist of net income adjusted for certain non-cash items, including depreciation and amortization, non-cash stock-based compensation, realized gains or losses on disposal of property and equipment and the effect of working capital changes.

Merchandise inventories were \$1,137.0 million at October 29, 2016, compared to \$884.4 million at October 31, 2015, representing an increase of \$252.6 million. Average inventory per store increased 16.5% compared to the prior year. The increase in inventory is primarily due to the following:

- approximately \$92 million due to the addition of 89 net new stores opened since October 31, 2015;
- approximately \$131 million due to the opening of the Company's fourth and fifth distribution centers in Greenwood, Indiana and Dallas, Texas; and
- approximately \$30 million due to strong sales, new brand additions and incremental inventory for in-store boutiques.

Deferred rent liabilities were \$361.7 million at October 29, 2016, compared to \$324.3 million at October 31, 2015, representing an increase of \$37.4 million. Deferred rent includes deferred construction allowances, future rental increases and rent holidays, which are all recognized on a straight-line basis over their respective lease term. The increase is primarily due to the addition of 89 net new stores opened since October 31, 2015.

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Investing activities

We have historically used cash primarily for new, relocated and remodeled stores, supply chain investments, short-term investments and investments in information technology systems. Investment activities related to capital expenditures were \$281.2 million during the 39 weeks ended October 29, 2016, compared to \$231.9 million during the 39 weeks ended October 31, 2015, representing an increase of \$49.3 million. The increase in capital expenditures year over year is primarily due to investments in information technology systems, supply chain initiatives, and merchandise fixtures, partially offset by the decrease in the number of new store openings during the 39 weeks ended October 29, 2016, compared to the 39 weeks ended October 31, 2015. As of October 29, 2016, we had \$110.0 million of short-term investments, which consist of certificates of deposit with maturities of twelve months or less from the date of purchase.

Financing activities

Financing activities in fiscal 2016 and 2015 consist principally of capital stock transactions and the related income tax effects and our stock repurchase program. Purchase of treasury shares in fiscal 2016 and 2015 represents the fair value of common shares repurchased from plan participants in connection with shares withheld to satisfy minimum statutory tax obligations upon the vesting of restricted stock.

We had no borrowings outstanding under our credit facility as of October 29, 2016, January 30, 2016 or October 31, 2015. The zero outstanding borrowings position is due to a combination of factors including strong sales growth, overall performance of management initiatives including expense control as well as inventory and other working capital reductions. We may require borrowings under the credit facility from time to time in future periods to support our new store program or seasonal inventory needs.

Share repurchase program

On September 11, 2014, we announced that our Board of Directors authorized a share repurchase program (the 2014 Share Repurchase Program) pursuant to which the Company could repurchase up to \$300 million of the Company's common stock. The 2014 Share Repurchase Program authorization revoked the previously authorized, but unused amounts of \$112.7 million from the share repurchase program adopted in 2013. On March 12, 2015, we announced that our Board of Directors authorized an increase of \$100 million to the 2014 Share Repurchase Program effective March 17, 2015. The 2014 Share Repurchase Program did not have an expiration date, but provided for suspension or discontinuation at any time.

On March 10, 2016, we announced that our Board of Directors authorized a new share repurchase program (the 2016 Share Repurchase Program) pursuant to which the Company may repurchase up to \$425 million of the Company's common stock. The 2016 Share Repurchase Program authorization revoked the previously authorized, but unused amounts of \$172.4 million from the 2014 Share Repurchase Program. The 2016 Share Repurchase Program does not have an expiration date and may be suspended or discontinued at any time.

As part of the 2016 Share Repurchase Program, we entered into an Accelerated Share Repurchase (ASR) agreement with Goldman, Sachs & Co. to repurchase \$200 million of the Company's common stock. Under the ASR agreement, the Company paid \$200 million to Goldman, Sachs & Co. and received an initial delivery of 851,653 shares in the first quarter of 2016, which were retired and represented 80% of the total shares the Company expected to receive based on the market price at the time of the initial delivery. In May 2016, the ASR settled and an additional 153,418 shares were delivered to the Company and retired. The final number of shares delivered upon settlement was determined with reference to the average price of the Company's common stock over the term of the agreement. The transaction was accounted for as an equity transaction. The par value of shares received was recorded as a reduction to common stock with the remainder recorded as a reduction to additional paid-in capital and retained earnings. Upon receipt of the shares, there was an immediate reduction in the weighted average common shares calculation for basic and diluted earnings per share.

During the 39 weeks ended October 29, 2016, excluding the shares repurchased under the ASR, we purchased 444,523 shares of common stock for \$97.0 million at an average price of \$218.18. During the 39 weeks ended October 31, 2015, we purchased 772,076 shares of common stock for \$121.3 million at an average price of \$157.05.

Credit facility

In 2011, we entered into an Amended and Restated Loan and Security Agreement with Wells Fargo Bank, National Association, as Administrative Agent, Collateral Agent and a Lender thereunder, Wells Fargo Capital Finance LLC as a Lender, J.P. Morgan Securities LLC as a Lender, JP Morgan Chase Bank, N.A. as a Lender and PNC Bank, National Association, as a Lender, which has been amended multiple times since 2011 (as amended, the Loan Agreement). The Loan Agreement currently matures in December

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2018, provides maximum revolving loans equal to the lesser of \$200 million or a percentage of eligible owned inventory, contains a \$10 million subfacility for letters of credit and allows the Company to increase the revolving facility by an additional \$50 million, subject to consent by each lender and other conditions. The Loan Agreement contains a requirement to maintain a minimum amount of excess borrowing availability at all times. Substantially all of the Company's assets are pledged as collateral for outstanding borrowings under the facility. Outstanding borrowings will bear interest at the prime rate or London Interbank Offered Rate plus 1.50% and the unused line fee is 0.20%.

As of October 29, 2016, January 30, 2016 and October 31, 2015, we had no borrowings outstanding under the credit facility and the Company was in compliance with all terms and covenants of the agreement.

Off-balance sheet arrangements

As of October 29, 2016, we have not entered into any "off-balance sheet" arrangements, as that term is described by the SEC.

Contractual obligations

Our contractual obligations consist of operating lease obligations, purchase obligations and our revolving line of credit. No material changes outside the ordinary course of business have occurred in our contractual obligations during the 39 weeks ended October 29, 2016.

Critical accounting policies and estimates

Management's discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The preparation of these consolidated financial statements required the use of estimates and judgments that affect the reported amounts of our assets, liabilities, revenues and expenses. Management bases estimates on historical experience and other assumptions it believes to be reasonable under the circumstances and evaluates these estimates on an on-going basis. Actual results may differ from these estimates. There have been no significant changes to the critical accounting policies and estimates included in our Annual Report on Form 10-K for the fiscal year ended January 30, 2016.

Recent accounting pronouncements not yet adopted

See Note 2 to our consolidated financial statements, "Summary of significant accounting policies – Recent accounting pronouncements not yet adopted."

Recently adopted accounting pronouncements

See Note 2 to our consolidated financial statements, "Summary of significant accounting policies – Recently adopted accounting pronouncements."

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in interest rates. We do not hold or issue financial instruments for trading purposes.

Interest rate sensitivity

We are exposed to interest rate risks primarily under our credit facility when we borrow. Interest on our borrowings is based upon variable rates. We did not access our credit facility during the 39 week period ended October 29, 2016. The interest expense recognized in our statement of income represents unused fees associated with the credit facility. Interest expense is offset by interest income from short-term investments with maturities of twelve months or less from the date of purchase.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures over Financial Reporting

We have established disclosure controls and procedures to ensure that material information relating to the Company is made known to the officers who certify our financial reports and to the members of our senior management and Board of Directors.

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Based on management's evaluation as of October 29, 2016, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective to ensure that the information required to be disclosed by us in our reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes to our internal controls over financial reporting during the 13 weeks ended October 29, 2016 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Part II - Other Information

Item 1. Legal Proceedings

See Note 3 to our consolidated financial statements, "Commitments and contingencies – General litigation," for information on legal proceedings.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended January 30, 2016, which could materially affect our business, financial condition, financial results or future performance. There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended January 30, 2016.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth repurchases of our common stock during the third quarter of 2016:

<u>Period</u>	<u>Total number of shares purchased (1)</u>	<u>Average price paid per share</u>	<u>Total number of shares purchased as part of publicly announced plans or programs (2)</u>	<u>Approximate dollar value of shares that may yet to be purchased under plans or programs (in thousands) (2)</u>
July 31, 2016 to August 27, 2016	46,539	\$265.00	46,449	\$ 180,535
August 28, 2016 to September 24, 2016	63,324	241.13	62,036	165,567
September 25, 2016 to October 29, 2016	70,557	244.73	70,557	148,300
13 weeks ended October 29, 2016	<u>180,420</u>	248.69	<u>179,042</u>	148,300

- (1) There were 179,042 shares repurchased as part of our publicly announced share repurchase program during the three months ended October 29, 2016 and there were 1,378 shares transferred from employees in satisfaction of minimum statutory tax withholding obligations upon the vesting of restricted stock during the period.
- (2) On September 11, 2014, we announced the 2014 Share Repurchase Program pursuant to which the Company could repurchase up to \$300 million of the Company's common stock. The 2014 Share Repurchase Program authorization revoked the previously authorized, but unused amounts of \$112.7 million from the share repurchase program adopted in 2013. On March 12, 2015, we announced that our Board of Directors authorized an increase of \$100 million to the 2014 Share Repurchase Program effective March 17, 2015. The 2014 Share Repurchase Program did not have an expiration date and could be suspended or discontinued at any time.

On March 10, 2016, we announced the 2016 Share Repurchase Program pursuant to which the Company may repurchase up to \$425 million of the Company's common stock. The 2016 Share Repurchase Program authorization revoked the previously authorized but unused amounts of \$172.4 million from the 2014 Share Repurchase Program. As of October 29, 2016, \$148.3 million remained available under the \$425 million 2016 Share Repurchase Program.

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Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None

Item 6. Exhibits

The exhibits listed in the accompanying Exhibit Index are filed as part of this Quarterly Report on Form 10-Q.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on December 1, 2016 on its behalf by the undersigned, thereunto duly authorized.

ULTA SALON, COSMETICS & FRAGRANCE, INC.

By: /s/ Mary N. Dillon

Mary N. Dillon
Chief Executive Officer and Director

By: /s/ Scott M. Settersten

Scott M. Settersten
Chief Financial Officer, Treasurer and Assistant Secretary

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Ulta Salon, Cosmetics & Fragrance, Inc.
Exhibit Index to Quarterly Report on Form 10-Q
For the Quarterly Period Ended October 29, 2016

<u>Exhibit Number</u>	<u>Description of document</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference</u>			
			<u>Form</u>	<u>Exhibit Number</u>	<u>File Number</u>	<u>Filing Date</u>
3.1	Amended and Restated Certificate of Incorporation		S-1	3.1	333-144405	8/17/2007
3.2	Amended and Restated Bylaws		S-1	3.2	333-144405	8/17/2007
4.1	Specimen Common Stock Certificate		S-1	4.1	333-144405	10/11/2007
4.2	Third Amended and Restated Registration Rights Agreement between Ulta Salon, Cosmetics & Fragrance, Inc. and the stockholders party thereto		S-1	4.2	333-144405	8/17/2007
4.3	Stockholder Rights Agreement		S-1	4.4	333-144405	8/17/2007
31.1	Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certification of the Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002	X				
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.INS	XBRL Instance	X				
101.SCH	XBRL Taxonomy Extension Schema	X				
101.CAL	XBRL Taxonomy Extension Calculation	X				
101.LAB	XBRL Taxonomy Extension Labels	X				
101.PRE	XBRL Taxonomy Extension Presentation	X				
101.DEF	XBRL Taxonomy Extension Definition	X				

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mary N. Dillon, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ulta Salon, Cosmetics & Fragrance, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 1, 2016

By: /s/ Mary N. Dillon
Mary N. Dillon
Chief Executive Officer and Director

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Scott M. Settersten, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ulta Salon, Cosmetics & Fragrance, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 1, 2016

By: /s/ Scott M. Settersten

Scott M. Settersten
Chief Financial Officer, Treasurer and Assistant Secretary

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. §1350 (adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002), I, the undersigned Chief Executive Officer and Director of Ulta Salon, Cosmetics & Fragrance Inc. (the “Company”), hereby certify that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended October 29, 2016 (the “Report”), fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: December 1, 2016

By: /s/ Mary N. Dillon
Mary N. Dillon
Chief Executive Officer and Director

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. §1350 (adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002), I, the undersigned Chief Financial Officer, Treasurer and Assistant Secretary of Ulta Salon, Cosmetics & Fragrance Inc. (the “Company”), hereby certify that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended October 29, 2016 (the “Report”), fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: December 1, 2016

By: /s/ Scott M. Settersten
Scott M. Settersten
Chief Financial Officer, Treasurer and Assistant Secretary