

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM 15**

---

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION  
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR  
SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-33764

---

**Ulta Salon, Cosmetics & Fragrance, Inc.**  
(Exact name of registrant as specified in its charter)

---

1000 Remington Blvd., Suite 120, Bolingbrook, Illinois 60440 (630)410-4800  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.01 per share  
Preferred stock purchase rights  
(Title of each class of securities covered by this Form)

None  
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

---

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                      |                                     |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1)     | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(2)     | <input type="checkbox"/>            |
| Rule 12h-3(b)(1)(i)  | <input checked="" type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/>            |
| Rule 15d-6           | <input type="checkbox"/>            |
| Rule 15d-22(b)       | <input type="checkbox"/>            |

Approximate number of holders of record as of the certification or notice date: One

Pursuant to the requirements of the Securities Exchange Act of 1934 Ulta Salon, Cosmetics & Fragrance, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: January 30, 2017

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

---

---