

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Taake Janet (Last) (First) (Middle) 1000 REMINGTON BLVD., SUITE 120 (Street) BOLINGBROOK, IL 60440 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/06/2013	3. Issuer Name and Ticker or Trading Symbol Ulta Salon, Cosmetics & Fragrance, Inc. [ULTA]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. VP - Merchandising	5. If Amendment, Date Original Filed (Month/Day/Year)
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,891	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(1)	12/09/2018	Common Stock	20,000	\$ 9.67	D	
Stock Option (right to buy)	(2)	09/09/2019	Common Stock	10,000	\$ 14.41	D	
Stock Option (right to buy)	(3)	09/08/2020	Common Stock	20,000	\$ 26.71	D	
Stock Option (right to buy)	(4)	09/13/2021	Common Stock	7,500	\$ 69.96	D	
Stock Option (right to buy)	(5)	05/10/2022	Common Stock	4,636	\$ 86.06	D	
Stock Option (right to buy)	(6)	03/19/2023	Common Stock	6,519	\$ 74.91	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taake Janet 1000 REMINGTON BLVD., SUITE 120 BOLINGBROOK, IL 60440			Sr. VP - Merchandising	

Signatures

/s/ Robert S. Guttman, as attorney-in-fact for Janet Taake	06/14/2013
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The options, representing an initial right to purchase a total of 80,000 shares, vested 25% on each anniversary date of the 12/09/2008 grant date.
- (2) The options, representing an initial right to purchase a total of 40,000 shares, vest 25% on each anniversary date of the 09/09/2009 grant date.
- (3) The options, representing an initial right to purchase a total of 40,000 shares, vest 25% on each anniversary date of the 09/08/2010 grant date.
- (4) The options, representing an initial right to purchase a total of 10,000 shares, vest 25% on each anniversary date of the 09/13/2011 grant date.
- (5) The options, representing an initial right to purchase a total of 4,636 shares, vest 25% on each anniversary date of the 03/23/2012 vesting date.
- (6) The options, representing an initial right to purchase a total of 6,519 shares, vest 25% on each anniversary date of the 03/19/2013 grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.