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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 Ty | pe Response | s) | | | | | | | | | | | | |
|--|-------------|---------------------------------------|--|--|--------------------------------------|----------|---|---|---|---|---|--------------------------|--------------------------|--|
| 1. Name and Address of Reporting Person* CHILDS JEFFREY J | | | | 2. Issuer Name and Ticker or Trading Symbol Ulta Beauty, Inc. [ULTA] | | | | | : | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X Officer (give title below) Other (specify below) Chief Human Resources Officer | | | | |
| (Last) (First) (Middle) 1000 REMINGTON BLVD, SUITE 120 | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2020 | | | | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person uired, Disposed of, or Beneficially Owned | | | | | |
| BOLINGBROOK, IL 60440 (City) (State) (Zip) | | | Table I - Non Derivative Securities According | | | | | s Acqui | | | | | | |
| 1.Title of Security (Instr. 3) | | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transaction Code (Instr. 8) | | n 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | uired | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | | ies Following n(s) | 6. Ownership Form: | 7. Nature of Indirect Beneficial |
| | | | | | Code | V | Amount | (A) or (D) | Price | (Instr. 3 a | r. 3 and 4) | | \ / | Ownership (Instr. 4) |
| Common | Stock | | 03/15/2020 | | F | | 244 (1) | D \$ | S 207.06 | 7,058 | | | D | |
| | | | Table II - | | | | - | | | y Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) 2. Conversion Date Or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Yea | | on 3A. Deemed Execution Dearly (Year) | (e.g., puts, calls, w | red, Disposed of, or Beneficia pptions, convertible securities 6. Date Exercisable and Expiration Date (Month/Day/Year) Un- Sec (Ins 4) | | | 7. Ti Amo Unde Secu (Instr | tly valid OMB control num (Owned 8. Price of 9. Numb Derivative Derivative Security Security Security Securitie Owned Followin Reported | | 9. Number of Derivative Securities Beneficially Owned Following Reported | er of 10. e Ownership Form of Derivative Security: Direct (D) or Indirect | Ownershi (Instr. 4) | | |
| | | | | | Disposed of (D) (Instr. 3, 4, and 5) | | | | | | Transaction(s) (Instr. 4) | (Instr. 4) | | |
| | | | | Code V | (A) (D) | Da Ex | te ercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Repor | ting O | wners | | | | | | | | | | | | |
| Ranar | ting Owner | Nama / | | Relations | hips | | | | | | | | | |
| Kepor | Address | rame/ | 10% | 0.00 | | | | 0.1 | | | | | | |

| D (O N / | Relationships | | | | | | | |
|---|---------------|--------------|-------------------------------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| CHILDS JEFFREY J 1000 REMINGTON BLVD SUITE 120 BOLINGBROOK, IL 60440 | | | Chief Human Resources Officer | | | | | |

Signatures

| /s/ Jodi J. Caro, as attorney-in-fact for Jeffrey J. Childs | 03/17/2020 | |
|---|------------|--|
| **Signature of Reporting Person | Date | |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Represents the number of shares withheld by the issuer to satisfy applicable tax withholding obligations in connection with the vesting of restricted stock grants previously reported.

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.