



DIVISION OF
CORPORATION FINANCE

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

April 8, 2026

Kecia L. Steelman
President and Chief Executive Officer
Ulta Beauty, Inc.
1000 Remington Blvd., Suite 120
Bolingbrook, Illinois

Re: Ulta Beauty, Inc.
Preliminary Proxy Statement on Schedule 14A
Filed April 3, 2026
File No. 001-33764

Dear Kecia L. Steelman:

We have reviewed your filing and have the following comment.

Please respond to this letter within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe a comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this letter, we may have additional comments.

Preliminary Proxy Statement on Schedule 14A filed April 3, 2026

Proposal Three: Approval of the Proposed Amendment to our Certificate of Incorporation to . . . ,
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1. Please revise to discuss the material risks to investors related to the proposed exclusive forum provision, including, but not limited to, increased costs to bring a claim and that the provision can discourage claims or limit investors' ability to bring a claim in a judicial forum that they find favorable. Please also discuss whether there is uncertainty as to whether a court would enforce your exclusive forum provision.

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We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Eddie Kim at 202-551-8713 or Jason Drory at 202-551-8342 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Trade & Services

cc: Garrett Bishop