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 November 1, 2025

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 BEAUTY, INC.

(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**38-4022268** (I.R.S. Employer Identification No.)
1000 Remington Blvd., Suite 120 **Bolingbrook, Illinois** (Address of principal executive offices)	**60440** (Zip code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $0.01 per share	ULTA	The NASDAQ Global Select Market

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 every Interactive Data File required to be submitted 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 such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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 December 1, 2025 was 44,362,172 shares.

ULTA BEAUTY, INC.
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Part I - Financial Information

Item 1. Financial Statements

Ulta Beauty, Inc.
Consolidated Balance Sheets

(In thousands, except per share data)	November 1, 2025	February 1, 2025	November 2, 2024
Assets	(Unaudited)		(Unaudited)
Current assets:			
Cash and cash equivalents	$ 204,921	$ 703,201	$ 177,782
Receivables, net	237,352	223,334	213,621
Merchandise inventories, net	2,743,639	1,968,214	2,365,186
Prepaid expenses and other current assets	158,394	129,113	135,514
Prepaid income taxes	26,465	4,946	62,759
Total current assets	3,370,771	3,028,808	2,954,862
Property and equipment, net	1,366,504	1,239,295	1,264,419
Operating lease assets	1,710,804	1,609,870	1,619,055
Goodwill	392,606	10,870	10,870
Other intangible assets, net	6,089	204	281
Deferred compensation plan assets	52,684	47,951	48,872
Other long-term assets	112,834	64,695	60,127
Total assets	$ 7,012,292	$ 6,001,693	$ 5,958,486
Liabilities and stockholders' equity			
Current liabilities:			
Accounts payable	$ 759,001	$ 563,761	$ 593,219
Accrued liabilities	473,949	380,241	333,463
Deferred revenue	462,964	500,585	405,040
Current operating lease liabilities	290,716	288,114	284,985
Accrued income taxes	—	46,777	—
Short-term debt	551,721	—	199,700
Total current liabilities	2,538,351	1,779,478	1,816,407
Non-current operating lease liabilities	1,732,219	1,635,120	1,656,317
Deferred income taxes	45,312	42,593	91,729
Other long-term liabilities	63,396	56,149	65,024
Total liabilities	4,379,278	3,513,340	3,629,477
Commitments and contingencies (Note 7)			
Stockholders' equity:			
Common stock, $0.01 par value, 400,000 shares authorized; 45,383, 46,809, and 47,412 shares issued; 44,502, 45,965, and 46,569 shares outstanding; at November 1, 2025 (unaudited), February 1, 2025, and November 2, 2024 (unaudited), respectively	454	468	474
Treasury stock-common, at cost	(120,298)	(106,793)	(106,598)
Additional paid-in capital	1,175,122	1,120,769	1,104,952
Retained earnings	1,577,736	1,473,909	1,330,181
Total stockholders' equity	2,633,014	2,488,353	2,329,009
Total liabilities and stockholders' equity	$ 7,012,292	$ 6,001,693	$ 5,958,486

See accompanying notes to consolidated financial statements.

Ulta Beauty, Inc.
Consolidated Statements of Income
(Unaudited)

(In thousands, except per share data)	13 Weeks Ended November 1, 2025	13 Weeks Ended November 2, 2024	39 Weeks Ended November 1, 2025	39 Weeks Ended November 2, 2024
Net sales	$ 2,857,623	$ 2,530,100	$ 8,494,459	$ 7,808,035
Cost of sales	1,701,958	1,524,456	5,132,879	4,754,434
Gross profit	1,155,665	1,005,644	3,361,580	3,053,601
Selling, general and administrative expenses	840,920	682,259	2,293,270	1,992,993
Pre-opening expenses	5,326	4,883	12,260	11,957
Operating income	309,419	318,502	1,056,050	1,048,651
Interest expense (income), net	4,123	(1,674)	(837)	(13,100)
Income before income taxes and equity net loss of affiliate	305,296	320,176	1,056,887	1,061,751
Income tax expense	73,436	77,997	257,875	253,903
Income before equity net loss of affiliate	231,860	242,179	799,012	807,848
Equity net loss of affiliate	985	—	2,210	—
Net income	$ 230,875	$ 242,179	$ 796,802	$ 807,848
Net income per common share:				
Basic	$ 5.16	$ 5.16	$ 17.70	$ 17.00
Diluted	$ 5.14	$ 5.14	$ 17.65	$ 16.93
Weighted average common shares outstanding:				
Basic	44,731	46,928	45,016	47,519
Diluted	44,895	47,092	45,151	47,710

See accompanying notes to consolidated financial statements.

Ulta Beauty, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

(In thousands)	39 Weeks Ended November 1, 2025	39 Weeks Ended November 2, 2024
Operating activities		
Net income	$ 796,802	$ 807,848
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	218,985	197,075
Non-cash lease expense	260,632	235,950
Deferred income taxes	(1,613)	5,808
Stock-based compensation expense	30,324	27,691
Loss on disposal of property and equipment	7,398	7,280
Equity net loss of affiliate	2,210	—
Change in operating assets and liabilities:		
Receivables	(13,138)	(5,682)
Merchandise inventories	(702,678)	(623,050)
Prepaid expenses and other current assets	(14,088)	(19,916)
Income taxes	(67,994)	(69,818)
Accounts payable	123,911	54,210
Accrued liabilities	6,567	(45,777)
Deferred revenue	(41,642)	(31,551)
Operating lease liabilities	(261,864)	(250,267)
Other assets and liabilities	(21,628)	12,240
Net cash provided by operating activities	322,184	302,041
Investing activities		
Capital expenditures	(243,262)	(300,536)
Acquisitions, net of cash acquired	(386,793)	—
Other investments	(25,445)	(6,108)
Net cash used in investing activities	(655,500)	(306,644)
Financing activities		
Borrowings from short-term debt	1,641,844	199,700
Payments on short-term debt	(1,118,683)	—
Repurchase of common shares	(703,960)	(765,384)
Stock options exercised	30,103	9,200
Purchase of treasury shares	(13,505)	(23,566)
Debt issuance costs	(763)	(4,159)
Net cash used in financing activities	(164,964)	(584,209)
Net decrease in cash and cash equivalents	(498,280)	(588,812)
Cash and cash equivalents at beginning of period	703,201	766,594
Cash and cash equivalents at end of period	$ 204,921	$ 177,782
Supplemental information		
Income taxes paid, net of refunds	$ 326,360	$ 316,790
Non-cash investing and financing activities:		
Non-cash capital expenditures	88,468	47,431
Repurchase of common shares in accrued liabilities	3,999	—

See accompanying notes to consolidated financial statements.

Ulta Beauty, Inc.
Consolidated Statements of Stockholders' Equity
(Unaudited)

(In thousands)	Common Stock Issued Shares	Common Stock Amount	Treasury - Common Stock Treasury Shares	Treasury - Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Total Stockholders' Equity
Balance – February 1, 2025	46,809	$ 468	(844)	$ (106,793)	$ 1,120,769	$ 1,473,909	$ 2,488,353
Net income	—	—	—	—	—	305,052	305,052
Stock-based compensation	—	—	—	—	11,418	—	11,418
Stock options exercised and other awards	100	1	—	—	480	—	481
Purchase of treasury shares	—	—	(36)	(12,911)	—	—	(12,911)
Repurchase of common shares, including excise tax	(987)	(10)	—	—	(3,358)	(358,722)	(362,090)
Balance – May 3, 2025	45,922	$ 459	(880)	$ (119,704)	$ 1,129,309	$ 1,420,239	$ 2,430,303
Net income	—	—	—	—	—	260,875	260,875
Stock-based compensation	—	—	—	—	8,920	—	8,920
Stock options exercised and other awards	78	1	—	—	14,369	—	14,370
Purchase of treasury shares	—	—	(1)	(327)	—	—	(327)
Repurchase of common shares, including excise tax	(244)	(2)	—	—	(740)	(109,539)	(110,281)
Balance – August 2, 2025	45,756	$ 458	(881)	$ (120,031)	$ 1,151,858	$ 1,571,575	$ 2,603,860
Net income	—	—	—	—	—	230,875	230,875
Stock-based compensation	—	—	—	—	9,986	—	9,986
Stock options exercised and other awards	54	—	—	—	15,252	—	15,252
Purchase of treasury shares	—	—	—	(267)	—	—	(267)
Repurchase of common shares, including excise tax	(427)	(4)	—	—	(1,974)	(224,714)	(226,692)
Balance – November 1, 2025	45,383	$ 454	(881)	$ (120,298)	$ 1,175,122	$ 1,577,736	$ 2,633,014

See accompanying notes to consolidated financial statements.

Ulta Beauty, Inc.
Consolidated Statements of Stockholders' Equity
(Unaudited)

	Common Stock		Treasury - Common Stock		Additional		Total
(In thousands)	**Issued Shares**	**Amount**	**Treasury Shares**	**Amount**	**Paid-In Capital**	**Retained Earnings**	**Stockholders' Equity**
Balance – February 3, 2024	49,123	$ 491	(799)	$ (83,032)	$ 1,075,104	$ 1,286,765	$ 2,279,328
Net income	—	—	—	—	—	313,113	313,113
Stock-based compensation	—	—	—	—	10,082	—	10,082
Stock options exercised and other awards	153	2	—	—	8,911	—	8,913
Purchase of treasury shares	—	—	(44)	(23,283)	—	—	(23,283)
Repurchase of common shares, including excise tax	(588)	(6)	—	—	(2,275)	(285,129)	(287,410)
Balance – May 4, 2024	48,688	$ 487	(843)	$ (106,315)	$ 1,091,822	$ 1,314,749	$ 2,300,743
Net income	—	—	—	—	—	252,556	252,556
Stock-based compensation	—	—	—	—	9,190	—	9,190
Stock options exercised and other awards	5	—	—	—	283	—	283
Purchase of treasury shares	—	—	—	(176)	—	—	(176)
Repurchase of common shares, including excise tax	(550)	(6)	—	—	(2,098)	(212,332)	(214,436)
Balance – August 3, 2024	48,143	$ 481	(843)	$ (106,491)	$ 1,099,197	$ 1,354,973	$ 2,348,160
Net income	—	—	—	—	—	242,179	242,179
Stock-based compensation	—	—	—	—	8,419	—	8,419
Stock options exercised and other awards	—	—	—	—	4	—	4
Purchase of treasury shares	—	—	—	(107)	—	—	(107)
Repurchase of common shares, including excise tax	(731)	(7)	—	—	(2,668)	(266,971)	(269,646)
Balance – November 2, 2024	47,412	$ 474	(843)	$ (106,598)	$ 1,104,952	$ 1,330,181	$ 2,329,009

See accompanying notes to consolidated financial statements.

Ulta Beauty, Inc.
Notes to Consolidated Financial Statements
(In thousands, except per share and store count data) (Unaudited)

1. Business and basis of presentation

Ulta Beauty, Inc. and its subsidiaries operate specialty retail stores selling cosmetics, fragrance, haircare products, skincare and wellness products, and related accessories and services. Nearly every store in the United States (U.S.) features a full-service salon.

As used in these notes and throughout this Quarterly Report on Form 10-Q, all references to “we,” “us,” “our,” “Ulta Beauty,” or the “Company” refer to Ulta Beauty, Inc. and its consolidated subsidiaries.

As of November 1, 2025, the Company operated 1,584 stores worldwide: 1,500 Ulta Beauty stores in the U.S. located in 50 states (detailed below), 82 Space NK stores located in the United Kingdom (U.K.), and two Space NK stores located in Ireland.

Location	Number of stores	Location	Number of stores
Alabama	28	Montana	6
Alaska	3	Nebraska	6
Arizona	40	Nevada	16
Arkansas	11	New Hampshire	8
California	179	New Jersey	47
Colorado	30	New Mexico	8
Connecticut	20	New York	62
Delaware	4	North Carolina	51
Florida	108	North Dakota	4
Georgia	47	Ohio	49
Hawaii	4	Oklahoma	23
Idaho	10	Oregon	21
Illinois	55	Pennsylvania	49
Indiana	27	Rhode Island	5
Iowa	14	South Carolina	27
Kansas	15	South Dakota	3
Kentucky	20	Tennessee	36
Louisiana	19	Texas	141
Maine	3	Utah	19
Maryland	29	Vermont	1
Massachusetts	27	Virginia	37
Michigan	51	Washington	38
Minnesota	22	West Virginia	7
Mississippi	14	Wisconsin	24
Missouri	27	Wyoming	5
		Total	**1,500**

The accompanying unaudited consolidated financial statements and related notes have been prepared in accordance with U.S. generally accepted accounting principles 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 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 unaudited 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, with significant portions of net sales and net income being realized during the fourth quarter of the fiscal year due to the holiday selling season. The results for the 13 and 39 weeks ended November 1, 2025 are not necessarily indicative of the results to be expected for the fiscal year ending January 31, 2026, or for any other future interim period or for any future year.

These unaudited 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 February 1, 2025. 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 significant accounting policies is contained in Note 2, "Summary of significant accounting policies," to the consolidated financial statements in the Annual Report on Form 10-K for the year ended February 1, 2025. Presented below and in the following notes is supplemental information that should be read in conjunction with "Notes to Consolidated 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 third quarter in fiscal 2025 and 2024 ended on November 1, 2025 and November 2, 2024, respectively.

Use of estimates

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the accounting period. Actual results could differ from those estimates. The Company considers its accounting policies relating to inventory valuations, vendor allowances, impairment of long-lived tangible and right-of-use assets, loyalty program, and income taxes to be the most significant accounting policies that involve management estimates and judgments. Significant changes, if any, in those estimates and assumptions resulting from continuing changes in the economic environment will be reflected in the consolidated financial statements in future periods.

Recent accounting pronouncements not yet adopted

Income Taxes (Topic 740): Improvements to Income Tax Disclosures

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The guidance includes amendments requiring enhanced income tax disclosures, primarily related to standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The guidance is effective for fiscal years beginning after December 15, 2024 and should be applied either prospectively or retrospectively. Early adoption is permitted. The adoption of ASU 2023-09 is not expected to have a material impact on the Company's consolidated financial position, results of operations, or cash flows.

Income Statement – Reporting Comprehensive Income (Topic 220-40): Expense Disaggregation Disclosures

In November 2024, the FASB issued ASU 2024-03, Income Statement – Reporting Comprehensive Income (Topic 220-40): Expense Disaggregation Disclosures. This update requires, among other things, more detailed disclosure about types of expenses in commonly presented expense captions such as cost of sales and SG&A and is intended to improve the disclosures about an entity's expenses including purchases of inventory, employee compensation, depreciation, and amortization. The ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. The Company is currently evaluating the impact of adopting ASU 2024-03 on the consolidated financial statements and disclosures.

Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software

In September 2025, the FASB issued ASU 2025-06, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software. The ASU is intended to improve and modernize the accounting for software costs to better align with the evolution of software development. The ASU is effective for fiscal years beginning after December 15, 2027, and interim reporting periods within fiscal years beginning after December 15, 2027. Early adoption is permitted as of the beginning of an annual reporting period. The amendments should be applied on a prospective transition basis to financial statements issued for reporting periods after the effective date of the update, on a modified transition approach that is based on the status of the project and whether software costs were capitalized before the date of adoption, or on a retrospective transition basis to any or all prior periods presented in the financial statements. The Company is currently evaluating the impact of adopting ASU 2025-06 on the consolidated financial statements.

3. Revenue

Net sales include retail stores and e-commerce merchandise sales as well as salon services and other revenue. Other revenue includes the private label and co-branded credit card programs, royalties derived from the partnership with Target Corporation, and deferred revenue related to the loyalty program and gift card breakage.

Disaggregated revenue

The following table sets forth the approximate percentage of net sales by primary category:

	13 Weeks Ended		39 Weeks Ended	
(Percentage of net sales)	**November 1, 2025**	**November 2, 2024**	**November 1, 2025**	**November 2, 2024**
Cosmetics	41%	41%	40%	41%
Skincare and wellness	24%	23%	24%	24%
Haircare	19%	20%	19%	19%
Fragrance	11%	10%	11%	10%
Services	3%	4%	4%	4%
Other	2%	2%	2%	2%
	100%	100%	100%	100%

Deferred revenue

Deferred revenue primarily represents contract liabilities for the obligation to transfer additional goods or services to a guest for which the Company has received consideration, such as unredeemed loyalty points and unredeemed gift cards. In addition, breakage on gift cards is recognized proportionately as redemption occurs.

The following table provides a summary of the changes included in deferred revenue during the 13 and 39 weeks ended November 1, 2025 and November 2, 2024:

	13 Weeks Ended		39 Weeks Ended	
(In thousands)	November 1, 2025	November 2, 2024	November 1, 2025	November 2, 2024
Beginning balance	$ 451,968	$ 387,817	$ 492,907	$ 428,788
Additions to contract liabilities (1)	130,377	124,188	307,706	279,195
Deductions to contract liabilities (2)	(127,030)	(114,071)	(345,298)	(310,049)
Ending balance	$ 455,315	$ 397,934	$ 455,315	$ 397,934

(1) Loyalty points and gift cards issued in the current period but not redeemed or expired.

(2) Revenue recognized in the current period related to the beginning liability.

Other amounts included in deferred revenue were $7,649 and $7,106 at November 1, 2025 and November 2, 2024, respectively.

4. Acquisitions

On July 10, 2025, the Company acquired 100% ownership in Space NK, a luxury beauty retailer operating in the U.K. and Ireland. The acquisition was funded with cash on hand and borrowings under the Company's existing credit facility. The acquisition is not material to the Company's consolidated financial statements.

Preliminary Allocation of the Purchase Price

The Company has not yet finalized the process of measuring the fair value of assets acquired and liabilities assumed in accordance with Accounting Standards Codification Topic 805, "Business Combinations" as of November 1, 2025. Accordingly, the purchase price allocation is preliminary. The Company expects to obtain the information necessary to finalize the purchase price allocation during the measurement period, not to exceed one year from the acquisition date. Any changes to the preliminary estimates of the fair value during the measurement period will be recorded as adjustments to those assets and liabilities with a corresponding adjustment to goodwill.

The preliminary allocation of the purchase price consideration to the estimated fair value of the assets acquired and liabilities assumed on July 10, 2025 are as follows:

(In thousands)		
Cash and cash equivalents	$	12,359
Merchandise inventories, net		72,747
Property and equipment, net		44,678
Other assets (1)		22,005
Accounts payable		(44,476)
Accrued liabilities		(52,984)
Other liabilities (2)		(36,913)
Estimated fair value excluding goodwill		17,416
Goodwill		381,736
Net assets acquired	$	399,152

(1) Includes amounts primarily related to receivables, prepaid expenses and other currents assets, and other intangible assets on the consolidated balance sheets.

(2) Includes amounts primarily related to deferred revenue, short-term debt, and deferred income taxes on the consolidated balance sheets.

Transaction costs related to the acquisition of Space NK were expensed as incurred and are included in selling, general and administrative expenses in the consolidated statements of income.

The results of operations of Space NK are included in the consolidated financial statements since the date of the acquisition.

5. Goodwill and other intangible assets

Goodwill, which represents the excess of cost over the fair value of net assets acquired, was $392,606, $10,870, and $10,870 at November 1, 2025, February 1, 2025, and November 2, 2024, respectively. No additional goodwill was recognized during the 13 weeks ended November 1, 2025. Goodwill of $381,736 was recognized during the 39 weeks ended November 1, 2025 related to the Company's acquisition of Space NK. The recoverability of goodwill is reviewed annually during the fourth quarter or more frequently if an event occurs or circumstances change that would indicate that impairment may exist.

Other definite-lived intangible assets are amortized over their useful lives. The recoverability of intangible assets is reviewed whenever events or changes in circumstances indicate the carrying amount of such assets may not be recoverable.

6. Leases

The Company leases retail stores, distribution centers, fast fulfillment centers, market fulfillment centers, corporate offices, and certain equipment under non-cancelable operating leases with various expiration dates through 2037. All leases are classified as operating leases and generally have initial lease terms of 10 years and, when determined applicable, include renewal options under substantially the same terms and conditions as the original leases. Leases do not contain any material residual value guarantees or material restrictive covenants.

Lease cost

The majority of operating lease cost relates to retail stores, distribution centers, fast fulfillment centers, and market fulfillment centers and is classified within cost of sales. Operating lease cost for corporate offices is classified within selling, general and administrative expenses. Operating lease cost from the control date through store opening date is classified within pre-opening expenses.

The following table presents a summary of operating lease costs:

	13 Weeks Ended		39 Weeks Ended	
(In thousands)	**November 1, 2025**	**November 2, 2024**	**November 1, 2025**	**November 2, 2024**
Operating lease cost	$ 93,932	$ 88,965	$ 281,448	$ 265,200

Other information

The following table presents supplemental disclosures of cash flow information related to operating leases:

	39 Weeks Ended	
(In thousands)	**November 1, 2025**	**November 2, 2024**
Cash paid for operating lease liabilities (1)	$ 319,867	$ 307,732
Operating lease assets obtained in exchange for operating lease liabilities (non-cash)	361,566	280,476

(1) Excludes $37,073 and $27,737 related to cash received for tenant incentives for the 39 weeks ended November 1, 2025 and November 2, 2024, respectively.

7. Commitments and contingencies

The Company is involved in various legal proceedings that are incidental to the conduct of the business including both class action and single plaintiff litigation. 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 consolidated financial position, results of operations or cash flows.

8. Debt

On August 27, 2025, the Company entered into Amendment No. 4 to the Second Amended and Restated Loan Agreement (as so amended, the Loan Agreement) with Wells Fargo Bank, National Association, as Administrative Agent, Collateral Agent and a Lender thereunder; Wells Fargo Bank, National Association and JPMorgan Chase Bank, N.A., as Lead Arrangers and Bookrunners; JPMorgan Chase Bank, N.A., as Syndication Agent and a Lender; and the other lenders party thereto. The Loan Agreement matures on March 13, 2029, provides maximum revolving loans equal to the lesser of $1,000,000 or a percentage of eligible owned inventory and eligible owned receivables (which borrowing base may, at the election of the Company and satisfaction of certain conditions, include a percentage of qualified cash), and contains a $50,000 subfacility for letters of credit. The Loan Agreement requires the Company to maintain a minimum fixed charge coverage ratio of 1.0 whenever availability under the Loan Agreement falls below the specified threshold. Substantially all of the Company’s assets are pledged as collateral for outstanding borrowings under the Loan Agreement. Outstanding borrowings bear interest, at the Company’s election, at either a base rate plus a margin of 0.5% to 1.0% or the Term Secured Overnight Financing Rate plus a margin of 1.5% to 2.0%, and a credit spread adjustment of 0.10%, with such margins based on the Company’s borrowing availability, and the unused line fee is 0.25% to 0.375% per annum.

As of November 1, 2025 and November 2, 2024, there was $488,300 and $199,700, respectively, of borrowings outstanding under this credit facility. The weighted average interest rate was 6.42% and 7.15% for the 39 weeks ended

November 1, 2025 and November 2, 2024, respectively. As of February 1, 2025, there were no borrowings outstanding under the credit facility. As of November 1, 2025, the Company was in compliance with all terms and covenants of the Loan Agreement.

Ulta Beauty's wholly owned subsidiary, Space NK, maintains a multi-currency revolving credit facility (the Facility Agreement) with National Westminster Bank plc, providing up to £40,000 for working capital requirements. The Facility Agreement, maturing on April 17, 2028, allows Space NK to increase the revolving facility by an additional £10,000 with lender consent. The facility is secured by the assets of Space NK and contains a requirement to maintain an interest coverage ratio not less than 4.0 to 1.0 and a leverage ratio not to exceed 2.0 to 1.0 for any relevant period. Borrowings bear interest at either the compound or term Sterling Overnight Index Average plus a margin of 1.75%, and an unused line fee of 0.60% per annum. As of November 1, 2025, there was $63,421 outstanding under this credit facility. As of November 1, 2025, Space NK was in compliance with all terms and covenants of the Facility Agreement.

9. Fair value measurements

The carrying value of cash and cash equivalents, accounts receivable, accounts payable, and debt 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 November 1, 2025, February 1, 2025, and November 2, 2024, there were liabilities related to the non-qualified deferred compensation plan included in other long-term liabilities on the consolidated balance sheets of $51,115, $43,117, and $51,916, respectively. The liabilities are categorized as Level 2 as they are based on third-party reported values, which are based primarily on quoted market prices of underlying assets of the funds within the plan.

10. Stock-based compensation

Stock-based compensation expense is measured on the grant date based on the fair value of the award. Stock-based compensation expense is recognized on a straight-line basis over the requisite service period for awards expected to vest. The estimated grant date fair value of stock options was determined using a Black-Scholes valuation model using the following weighted-average assumptions for the periods indicated:

	39 Weeks Ended	
	November 1, 2025	**November 2, 2024**
Volatility rate	34.0%	33.0%
Average risk-free interest rate	3.9%	4.4%
Average expected life (in years)	3.4	3.5
Dividend yield	—	—

The expected volatility is based on the historical volatility of the Company's common stock. The risk-free interest rate is based on the United States Treasury yield curve in effect on the date of grant for the respective expected life of the option. The expected life represents the time the options granted are expected to be outstanding. The expected life of options granted is derived from historical data on Ulta Beauty stock option exercises. Forfeitures of stock options are estimated at the grant date based on historical rates of stock option activity and reduce the stock-based compensation expense recognized. The Company does not currently pay a regular dividend.

The Company granted 144 and 56 stock options during the 39 weeks ended November 1, 2025 and November 2, 2024, respectively. Stock-based compensation expense for stock options was $1,650 and $1,531 for the 13 weeks ended November 1, 2025 and November 2, 2024, respectively. Stock-based compensation expense for stock options was $6,700 and $4,716 for the 39 weeks ended November 1, 2025 and November 2, 2024, respectively. The weighted-average grant date fair value of these stock options was $111.68 and $157.66 for the 39 weeks ended November 1, 2025 and November 2, 2024, respectively. At November 1, 2025, there was approximately $16,079 of unrecognized stock-based compensation expense related to unvested stock options.

There were 111 and 53 restricted stock units issued during the 39 weeks ended November 1, 2025 and November 2, 2024, respectively. Stock-based compensation expense for restricted stock units was $5,770 and $5,176 for the 13 weeks ended November 1, 2025 and November 2, 2024, respectively. Stock-based compensation expense for restricted stock units was $16,742 and $14,561 for the 39 weeks ended November 1, 2025 and November 2, 2024, respectively. At November 1, 2025, there was approximately $43,998 of unrecognized stock-based compensation expense related to restricted stock units.

There were no performance-based restricted stock units issued during the 39 weeks ended November 1, 2025. There were 71 performance-based restricted stock units issued during the 39 weeks ended November 2, 2024. Stock-based compensation expense for performance-based restricted stock units was $2,566 and $1,712 for the 13 weeks ended November 1, 2025 and November 2, 2024, respectively. Stock-based compensation expense for performance-based restricted stock units was $6,882 and $8,414 for the 39 weeks ended November 1, 2025 and November 2, 2024, respectively. At November 1, 2025, there was approximately $4,287 of unrecognized stock-based compensation expense related to performance-based restricted stock units.

11. Income taxes

Income tax expense reflects the federal statutory tax rate and the weighted average state statutory tax rate for the states in which the Company operates stores. Income tax expense of $73,436 for the 13 weeks ended November 1, 2025 represents an effective tax rate of 24.1%, compared to $77,997 of tax expense representing an effective tax rate of 24.4% for the 13 weeks ended November 2, 2024.

Income tax expense of $257,875 for the 39 weeks ended November 1, 2025 represents an effective tax rate of 24.4%, compared to $253,903 of tax expense representing an effective tax rate of 23.9% for the 39 weeks ended November 2, 2024.

On July 4, 2025, the U.S. enacted new tax legislation, commonly referred to as the One Big Beautiful Bill Act ("OBBBA"), which included changes in tax laws that may affect recorded deferred tax assets and deferred tax liabilities, as well as the Company’s effective tax rate, in the future. While the Company is continuing to review the potential impact of OBBBA, it anticipates an impact to its deferred tax and income tax payable as a result of reinstating the 100% bonus depreciation provision for assets placed in service after January 19, 2025, and restoring the full expensing of qualifying domestic research and development expenditures. The Company does not expect any material changes to the consolidated financial statements or ongoing tax rate as a result of this legislation.

12. 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 common share:

(In thousands, except per share data)	13 Weeks Ended November 1, 2025	13 Weeks Ended November 2, 2024	39 Weeks Ended November 1, 2025	39 Weeks Ended November 2, 2024
Numerator:				
Net income	$ 230,875	$ 242,179	$ 796,802	$ 807,848
Denominator:				
Weighted-average common shares – Basic	44,731	46,928	45,016	47,519
Dilutive effect of stock options and non-vested shares	164	164	135	191
Weighted-average common shares – Diluted	44,895	47,092	45,151	47,710
Net income per common share:				
Basic	$ 5.16	$ 5.16	$ 17.70	$ 17.00
Diluted	$ 5.14	$ 5.14	$ 17.65	$ 16.93

The denominator for diluted net income per common share for the 13 weeks ended November 1, 2025 and November 2, 2024 excludes 82 and 176 employee stock options and restricted stock units, respectively, due to their anti-dilutive effects. The denominator for diluted net income per common share for the 39 weeks ended November 1, 2025 and November 2, 2024 excludes 261 and 206 employee stock options and restricted stock units, 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.

13. Share repurchase program

In March 2024, the Board of Directors authorized a share repurchase program (the March 2024 Share Repurchase Program) pursuant to which the Company could repurchase up to $2,000,000 of the Company’s common stock. The March 2024 Share Repurchase Program authorization revoked the previously authorized but unused amounts from the earlier share repurchase program. The March 2024 Share Repurchase Program did not have an expiration date but provided for suspension or discontinuation at any time.

In October 2024, the Board of Directors authorized a share repurchase program (the October 2024 Share Repurchase Program) pursuant to which the Company may repurchase up to $3,000,000 of the Company’s common stock. The October 2024 Share Repurchase Program authorization revoked the previously authorized but unused amounts from the March 2024 Share Repurchase Program. The October 2024 Share Repurchase Program does not have an expiration date and may be suspended or discontinued at any time.

A summary of common stock repurchase activity is presented in the following table:

	39 Weeks Ended	
(In thousands)	November 1, 2025	November 2, 2024
Shares repurchased	1,658	1,869
Total cost of shares repurchased, including excise tax	$ 699,063	$ 771,492

14. Segment reporting

The Company has one reportable segment, which includes retail stores, salon services, and e-commerce. Within the reportable segment, there are significant expense categories included in the measure of the segment's net income as shown below:

	13 Weeks Ended		39 Weeks Ended	
(In thousands)	November 1, 2025	November 2, 2024	November 1, 2025	November 2, 2024
Net sales	$ 2,857,623	$ 2,530,100	$ 8,494,459	$ 7,808,035
Less:				
Cost of sales (1)	1,701,958	1,524,456	5,132,879	4,754,434
Associate expenses (2)	437,572	347,181	1,232,301	1,055,058
Advertising expense, net (3)	116,524	107,701	287,751	268,004
Pre-opening expenses	5,326	4,883	12,260	11,957
Other segment expenses (1) (4)	286,824	227,377	773,218	669,931
Interest expense (income), net	4,123	(1,674)	(837)	(13,100)
Income tax expense	73,436	77,997	257,875	253,903
Equity net loss of affiliate	985	—	2,210	—
Net income	$ 230,875	$ 242,179	$ 796,802	$ 807,848

(1) Included within cost of sales and other segment expenses is depreciation and amortization expense of $75,787 and $67,021 for the 13 weeks ended November 1, 2025 and November 2, 2024, respectively, and $218,985 and $197,075 for the 39 weeks ended November 1, 2025 and November 2, 2024, respectively.

(2) Associate expenses include salaries, wages, bonus, and other forms of compensation related to associates.

(3) Advertising expense, net consists of print, digital and social media, and television and radio advertising, net of vendor income that is a reimbursement of specific, incremental, and identifiable costs.

(4) Other segment expenses include other corporate overhead and store operating expenses within SG&A expenses.

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:

- macroeconomic conditions, including inflation and elevated interest rates, as well as prior labor, transportation, and shipping cost pressures, have had, and may continue to have, a negative impact on our business, financial condition, profitability, and cash flows (including future uncertain impacts, especially when combined with increased tariffs);
- changes in the overall level of consumer spending and volatility in the economy, including as a result of macroeconomic conditions, tariffs, and geopolitical events;
- our ability to sustain our growth plans and successfully implement our long-range strategic and financial plan, including our international expansion in Mexico, the Middle East, the U.K., and Ireland;
- the ability to execute our operational excellence priorities, including continuous improvement and supply chain optimization;
- our ability to gauge beauty trends and react to changing consumer preferences in a timely manner;
- the possibility that we may be unable to compete effectively in our highly competitive markets;
- the possibility of significant interruptions in the operations of our distribution centers, fast fulfillment center, and market fulfillment centers;
- the possibility that cybersecurity or information security breaches and other disruptions could compromise our information or result in the unauthorized disclosure of confidential information;
- the possibility of material disruptions to our information systems, including our Ulta.com website and mobile applications;
- the possibility that we will not realize the anticipated benefits of the acquisition of Space NK for any reason, including due to challenges with integration and/or achieving anticipated acquisition synergies;
- the failure to maintain satisfactory compliance with applicable privacy and data protection laws and regulations;
- changes in the good relationships we have with our brand partners, our ability to continue to obtain sufficient merchandise from our brand partners, and/or our ability to continue to offer permanent or temporary exclusive products of our brand partners;
- our ability to effectively manage our inventory and protect against inventory shrink;
- changes in the wholesale cost of our products and/or interruptions at our brand partners' or third-party vendors' operations;
- epidemics, pandemics or natural disasters, which could negatively impact sales;
- the possibility that new store openings and existing locations may be impacted by developer or co-tenant issues;
- our ability to attract and retain key executive personnel;
- the impact of climate change on our business operations and/or supply chain;
- our ability to successfully execute our common stock repurchase program or implement future common stock repurchase programs;
- a decline in operating results which could lead to asset impairment and store closure charges; and
- other risk factors detailed in our public filings with the Securities and Exchange Commission, including risk factors contained in Item 1A, "Risk Factors" of our Annual Report on Form 10-K for the year ended

February 1, 2025, 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 Beauty,” the “Company,” and similar references mean Ulta Beauty, 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 a broad range of brands and price points, select beauty services, and a convenient and welcoming shopping environment. We define our target consumer as a beauty enthusiast, a consumer who is passionate about the beauty category, uses beauty for self-expression, experimentation, and self-investment, and has high expectations for the shopping experience. We believe our strategy provides us with the competitive advantages that have contributed to our financial performance.

Today, we are the largest specialty beauty retailer in the United States and a leading destination for cosmetics, fragrance, skin care, hair care, wellness and salon services. Key aspects of our business include: a differentiated assortment of approximately 29,000 beauty products across a variety of categories and price points as well as a variety of beauty services, including salon services, in 1,500 Ulta Beauty stores predominantly located in convenient, high-traffic locations; engaging digital experiences delivered through our website, Ulta.com, and our mobile applications; our best-in-class loyalty program that enables members to earn points for every dollar spent on products and beauty services and provides us with deep, proprietary customer insights; and our ability to cultivate human connection with warm and welcoming guest experiences across all of our channels. In addition to our domestic operations, Ulta Beauty is expanding our presence internationally through a joint venture in Mexico, a franchise in the Middle East, and our subsidiary, Space NK, a luxury beauty retailer operating in the U.K. and Ireland.

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 strategic priorities across four foundational focus areas: 1) Assortment: curating the best of all things beauty and wellness for all beauty enthusiasts; 2) Experience: fostering authentic, empowering human connections that inspire, delight and engage guests at every touchpoint; 3) Loyalty: building lifelong loyalty and brand love through member growth and personalization; and 4) Access: engaging our guests wherever they want to shop by expanding our reach through seamless and immersive omnichannel experiences. We operate in an attractive and growing beauty products and salon services industry, and believe our strong operating model, competitive advantages, and financial foundation, paired with our investments to drive our growth, position 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 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 drive profitable growth and market share leadership in beauty and wellness through growing our comparable sales, expanding omnichannel capabilities, and opening new stores. Long-term operating profit is expected to increase as a result of our efforts to drive revenue growth, leverage fixed costs, improve merchandise margin, increase operating efficiencies, and grow other revenue, partially offset by incremental investments in new stores and technology to enhance the guest experience, people, assortment, and advertising.

Current Trends

Industry trends

The overall beauty market expanded in 2024 and into the third quarter of 2025, supported by on-going consumer engagement with the beauty category. We remain confident that our differentiated and diverse business model, our commitment to strategic investments, and our highly engaged associates will continue to drive market share gains over the long term.

Impact of inflation and other macroeconomic trends

Persistent inflationary and macroeconomic pressures, including existing and potential tariffs, have impacted consumer spending habits broadly, which we believe could contribute to lower sales trends throughout the remainder of fiscal 2025. The continuation of inflationary and macroeconomic pressures, including existing and potential tariffs, could further impact our ability to grow sales and maintain historical profitability levels. In addition, inflation could cause the interest rates on any debt to remain at an elevated level or increase.

Basis of presentation

The Company has one reportable segment, which includes retail stores, salon services, and e-commerce.

We recognize merchandise revenue at the point of sale in our retail stores. E-commerce sales are recognized upon shipment or guest pickup of the merchandise based on meeting the transfer of control criteria. Retail store and e-commerce sales are recorded net of estimated returns. Shipping and handling are treated as costs to fulfill the contract and not a separate performance obligation. Accordingly, we recognize revenue for our single performance obligation related to online sales at the time control of the merchandise passes to the customer, which is at the time of shipment or guest pickup. We generally provide refunds for merchandise returns within 30 days from the original purchase date. State sales taxes are presented on a net basis as we consider our self a pass-through conduit for collecting and remitting state sales tax. Salon service revenue is recognized at the time the service is provided to the guest. 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. Other revenue includes the private label and co-branded credit card programs, royalties derived from the partnership with Target Corporation, and deferred revenue related to the loyalty program and gift card breakage.

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. Remodeled stores are included in comparable sales unless the store was closed for a portion of the current or prior period. Comparable sales include retail sales, salon services, and e-commerce. In fiscal years with 53 weeks, the 53rd week of comparable sales is included in the calculation. In the year following a 53-week year, the prior year period is shifted by one week to compare similar calendar weeks. 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 and/or alternative distribution channels;

- our ability to respond on a timely basis to changes in consumer preferences;
- the effectiveness of our various merchandising and 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, offset by vendor income that is not a reimbursement of specific, incremental, and identifiable costs;
- distribution costs including labor and related benefits, freight, rent, depreciation and amortization, real estate taxes, utilities, and insurance;
- shipping and handling costs for e-commerce orders;
- retail store occupancy costs including rent, depreciation and amortization, real estate taxes, utilities, repairs and maintenance, insurance, and licenses;
- salon services payroll and benefits; and
- shrink and inventory valuation reserves.

Our cost of sales may be negatively impacted as we open new stores. Changes in our merchandise or channel 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 store and corporate employees;
- advertising and marketing costs, offset by vendor income that is a reimbursement of specific, incremental, and identifiable costs;
- occupancy costs related to our corporate office facilities;
- stock-based compensation expense;
- depreciation and amortization for all assets, except those related to our retail stores and distribution 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 represents interest from cash equivalents, which include highly liquid investments such as money market funds and certificates of deposit with an original maturity of three months or less from the date of purchase. Interest expense includes interest costs and facility fees associated with our credit facilities, which is structured as an asset-based lending instrument. Interest on our credit facilities is based on a variable interest rate structure which can result in increased cost in periods of rising or elevated 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.

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 quarter in fiscal 2025 and 2024 ended on November 1, 2025 and November 2, 2024, 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 tables present the components of our consolidated results of operations for the periods indicated:

(Dollars in thousands)	13 Weeks Ended November 1, 2025	13 Weeks Ended November 2, 2024	39 Weeks Ended November 1, 2025	39 Weeks Ended November 2, 2024
Net sales	$ 2,857,623	$ 2,530,100	$ 8,494,459	$ 7,808,035
Cost of sales	1,701,958	1,524,456	5,132,879	4,754,434
Gross profit	1,155,665	1,005,644	3,361,580	3,053,601
Selling, general and administrative expenses	840,920	682,259	2,293,270	1,992,993
Pre-opening expenses	5,326	4,883	12,260	11,957
Operating income	309,419	318,502	1,056,050	1,048,651
Interest expense (income), net	4,123	(1,674)	(837)	(13,100)
Income before income taxes and equity net loss of affiliate	305,296	320,176	1,056,887	1,061,751
Income tax expense	73,436	77,997	257,875	253,903
Income before equity net loss of affiliate	231,860	242,179	799,012	807,848
Equity net loss of affiliate	985	—	2,210	—
Net income	$ 230,875	$ 242,179	$ 796,802	$ 807,848
Other operating data:				
Number of stores end of period (1)	1,500	1,437	1,500	1,437
Comparable sales	6.3%	0.6%	5.2%	0.3%

(1) Excludes 84 stores in the U.K. and Ireland operated by Space NK as of November 1, 2025.

(Percentage of net sales)	13 Weeks Ended November 1, 2025	13 Weeks Ended November 2, 2024	39 Weeks Ended November 1, 2025	39 Weeks Ended November 2, 2024
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	59.6%	60.3%	60.4%	60.9%
Gross profit	40.4%	39.7%	39.6%	39.1%
Selling, general and administrative expenses	29.4%	27.0%	27.0%	25.5%
Pre-opening expenses	0.2%	0.2%	0.1%	0.2%
Operating income	10.8%	12.6%	12.4%	13.4%
Interest expense (income), net	0.1%	(0.1%)	0.0%	(0.2%)
Income before income taxes and equity net loss of affiliate	10.7%	12.7%	12.4%	13.6%
Income tax expense	2.6%	3.1%	3.0%	3.3%
Income before equity net loss of affiliate	8.1%	9.6%	9.4%	10.3%
Equity net loss of affiliate	0.0%	0.0%	0.0%	0.0%
Net income	8.1%	9.6%	9.4%	10.3%

Comparison of 13 weeks ended November 1, 2025 to 13 weeks ended November 2, 2024

Net sales

Net sales increased $327.5 million, or 12.9%, to $2.9 billion for the 13 weeks ended November 1, 2025, compared to $2.5 billion for the 13 weeks ended November 2, 2024. The net sales increase was primarily due to increased comparable sales, the acquisition of Space NK, and net new store contribution. The comparable sales increase of 6.3% was driven by a 3.8% increase in average ticket and a 2.4% increase in transactions.

Gross profit

Gross profit increased $150.0 million, or 14.9%, to $1.2 billion for the 13 weeks ended November 1, 2025, compared to $1.0 billion for the 13 weeks ended November 2, 2024. Gross profit as a percentage of net sales increased to 40.4% for the 13 weeks ended November 1, 2025, compared to 39.7% for the 13 weeks ended November 2, 2024. The increase in gross profit margin was primarily due to lower inventory shrink and higher merchandise margin, partially offset by unfavorable channel mix.

Selling, general and administrative expenses

Selling, general and administrative (SG&A) expenses increased $158.7 million, or 23.3%, to $840.9 million for the 13 weeks ended November 1, 2025, compared to $682.3 million for the 13 weeks ended November 2, 2024. SG&A expenses as a percentage of net sales increased to 29.4% for the 13 weeks ended November 1, 2025, compared to 27.0% for the 13 weeks ended November 2, 2024, primarily due to higher incentive compensation, store payroll and benefits, higher store expenses, and amortization of cloud-based software investments.

Pre-opening expenses

Pre-opening expenses were $5.3 million for the 13 weeks ended November 1, 2025, compared to $4.9 million for the 13 weeks ended November 2, 2024.

Interest expense (income), net

Interest expense, net was $4.1 million for the 13 weeks ended November 1, 2025, compared to interest income, net of $1.7 million for the 13 weeks ended November 2, 2024. As of November 1, 2025 and November 2, 2024, we had $551.7 million and $199.7 million, respectively, outstanding under our credit facilities. We did not have any outstanding borrowings on the credit facilities as of February 1, 2025.

Income tax expense

Income tax expense of $73.4 million for the 13 weeks ended November 1, 2025 represents an effective tax rate of 24.1%, compared to $78.0 million of income tax expense representing an effective tax rate of 24.4% for the 13 weeks ended November 2, 2024.

Net income

Net income was $230.9 million for the 13 weeks ended November 1, 2025, compared to $242.2 million for the 13 weeks ended November 2, 2024. The decrease in net income is primarily due to the $158.7 million increase in SG&A expenses, the $5.8 million increase in interest expense, net, and the $0.4 million increase in pre-opening expenses, partially offset by the $150.0 million increase in gross profit and the $4.6 million decrease in income taxes.

Comparison of 39 weeks ended November 1, 2025 to 39 weeks ended November 2, 2024

Net sales

Net sales increased $686.4 million, or 8.8%, to $8.5 billion for the 39 weeks ended November 1, 2025, compared to $7.8 billion for the 39 weeks ended November 2, 2024. The net sales increase was primarily due to increased comparable sales, the acquisition of Space NK, and net new store contribution. The comparable sales increase of 5.2% was driven by a 3.0% increase in average ticket and a 2.2% increase in transactions.

Gross profit

Gross profit increased $308.0 million, or 10.1%, to $3.4 billion for the 39 weeks ended November 1, 2025, compared to $3.1 billion for the 39 weeks ended November 2, 2024. Gross profit as a percentage of net sales increased to 39.6% for the 39 weeks ended November 1, 2025, compared to 39.1% for the 39 weeks ended November 2, 2024. The increase in gross profit margin was primarily due to lower inventory shrink and higher merchandise margin, partially offset by deleverage of other revenue.

Selling, general and administrative expenses

SG&A expenses increased $300.3 million, or 15.1%, to $2.3 billion for the 39 weeks ended November 1, 2025, compared to $2.0 billion for the 39 weeks ended November 2, 2024. SG&A expenses as a percentage of net sales increased to 27.0% for the 39 weeks ended November 1, 2025, compared to 25.5% for the 39 weeks ended November 2, 2024, primarily due to deleverage of store payroll and benefits, higher incentive compensation, and higher store expenses.

Pre-opening expenses

Pre-opening expenses were $12.3 million for the 39 weeks ended November 1, 2025, compared to $12.0 million for the 39 weeks ended November 2, 2024.

Interest income, net

Interest income, net was $0.8 million for the 39 weeks ended November 1, 2025, compared to interest income, net of $13.1 million for the 39 weeks ended November 2, 2024. As of November 1, 2025 and November 2, 2024, we had $551.7 million and $199.7 million, respectively, outstanding under our credit facilities. We did not have any outstanding borrowings on the credit facilities as of February 1, 2025.

Income tax expense

Income tax expense of $257.9 million for the 39 weeks ended November 1, 2025 represents an effective tax rate of 24.4%, compared to $253.9 million of income tax expense representing an effective tax rate of 23.9% for the 39 weeks ended November 2, 2024.

Net income

Net income was $796.8 million for the 39 weeks ended November 1, 2025, compared to $807.8 million for the 39 weeks ended November 2, 2024. The decrease in net income is primarily due to the $300.3 million increase in SG&A expenses, the $12.3 million decrease in interest income, net, and the $4.0 million increase in income taxes, partially offset by the $308.0 million increase in gross profit.

Liquidity and capital resources

Our primary sources of liquidity are cash and cash equivalents, cash flows from operations, and borrowings under our credit facilities. The most significant components of our working capital are merchandise inventories, cash and cash equivalents, and receivables, reduced by accounts payable, deferred revenue, and accrued liabilities. As of November 1, 2025, February 1, 2025, and November 2, 2024, we had cash and cash equivalents of $204.9 million, $703.2 million, and $177.8 million, respectively.

Our primary cash needs are for rent, capital expenditures for new, remodeled, and relocated stores, increased merchandise inventories related to store expansion and new brand additions, supply chain improvements, share repurchases, and continued investment in our information technology systems.

Our most significant ongoing short-term cash requirements relate primarily to funding operations (including expenditures for lease expenses, inventory, labor, distribution, advertising and marketing, and tax liabilities) as well as periodic spend for capital expenditures, investments, and share repurchases. 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.

Long-term cash requirements primarily relate to funding lease expenses and other purchase commitments.

We generally fund short-term and long-term cash requirements with cash from operating activities. We believe our primary sources of liquidity will satisfy our cash requirements over both the short term (the next twelve months) and long term.

Cash flows

We believe our ability to generate substantial cash from operating activities and readily secure financing at competitive rates are key strengths that give us significant flexibility to meet our short and long-term financial commitments.

The following table presents a summary of our cash flows:

	39 Weeks Ended	
(In thousands)	**November 1, 2025**	**November 2, 2024**
Net cash provided by operating activities	$ 322,184	$ 302,041
Net cash used in investing activities	(655,500)	(306,644)
Net cash used in financing activities	(164,964)	(584,209)

Operating activities

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

The increase in net cash provided by operating activities in the first 39 weeks of fiscal 2025 compared to the first 39 weeks of fiscal 2024 was mainly due to the timing of accounts payable and accrued liabilities, partially offset by a larger increase in merchandise inventories in the first 39 weeks of fiscal 2025, the net increase in other assets and liabilities, and the decrease in net income.

Merchandise inventories, net were $2.7 billion at November 1, 2025 compared to $2.4 billion at November 2, 2024, representing an increase of $378.5 million or 16.0%. The increase in total inventory is primarily due to the following:

- $158 million for new brand launches;
- $106 million for the acquisition of Space NK; and
- $80 million for the addition of 63 net new Ulta Beauty stores opened since November 2, 2024.

Investing activities

We have historically used cash primarily for new, remodeled, relocated, and refreshed stores, supply chain investments, short-term investments, and investments in information technology systems. Investing activities for capital expenditures were $243.3 million during the 39 weeks ended November 1, 2025, compared to $300.5 million during the 39 weeks ended November 2, 2024.

During the 39 weeks ended November 1, 2025, we opened 58 new stores, closed three stores, relocated four stores, and remodeled 24 stores, compared to the 39 weeks ended November 2, 2024, when we opened 57 new stores, closed five stores, relocated two stores, and remodeled 36 stores.

The increase in net cash used in investing activities in the first 39 weeks of fiscal 2025 compared to the first 39 weeks of fiscal 2024 was primarily due to the acquisition of Space NK in the second quarter of fiscal 2025.

Our future investments will depend primarily on the number of new, remodeled, and relocated stores, information technology systems, and supply chain investments we undertake and the timing of these expenditures. Based on past performance and current expectations, we believe our sources of liquidity will be sufficient to fund future capital expenditures.

Financing activities

Financing activities include share repurchases, borrowing and repayment of our short-term debt, and capital stock transactions. Purchases of treasury shares represent 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.

The decrease in net cash used in financing activities in the first 39 weeks of fiscal 2025 compared to the first 39 weeks of fiscal 2024 was primarily due to borrowings from short-term debt and a decrease in the dollar amount of share repurchases.

As of November 1, 2025 and November 2, 2024, we had $551.7 million and $199.7 million, respectively, outstanding under our credit facilities. We did not have any outstanding borrowings on the credit facilities as of February 1, 2025.

Share repurchase program

In March 2024, the Board of Directors authorized a share repurchase program (the March 2024 Share Repurchase Program) pursuant to which the Company could repurchase up to $2.0 billion of the Company's common stock. The March 2024 Share Repurchase Program authorization revoked the previously authorized but unused amounts from the earlier share repurchase program. The March 2024 Share Repurchase Program did not have an expiration date but provided for suspension or discontinuation at any time.

In October 2024, the Board of Directors authorized a share repurchase program (the October 2024 Share Repurchase Program) pursuant to which the Company may repurchase up to $3.0 billion of the Company's common stock. The October 2024 Share Repurchase Program authorization revoked the previously authorized but unused amounts from the March 2024 Share Repurchase Program. The October 2024 Share Repurchase Program does not have an expiration date and may be suspended or discontinued at any time.

A summary of common stock repurchase activity is presented in the following table:

	39 Weeks Ended	
(Dollars in millions)	**November 1, 2025**	**November 2, 2024**
Shares repurchased	1,658,206	1,869,314
Total cost of shares repurchased, including excise tax	$ 699.1	$ 771.5

Credit facility

On August 27, 2025, we entered into Amendment No. 4 to the Second Amended and Restated Loan Agreement (as so amended, the Loan Agreement) with Wells Fargo Bank, National Association, as Administrative Agent, Collateral Agent and a Lender thereunder; Wells Fargo Bank, National Association and JPMorgan Chase Bank, N.A., as Lead Arrangers and Bookrunners; JPMorgan Chase Bank, N.A., as Syndication Agent and a Lender; and the other lenders party thereto. The Loan Agreement matures on March 13, 2029, provides maximum revolving loans equal to the lesser of $1.0 billion or a percentage of eligible owned inventory and eligible owned receivables (which borrowing base may, at the election of the Company and satisfaction of certain conditions, include a percentage of qualified cash), and contains a $50.0 million subfacility for letters of credit. The Loan Agreement requires the Company to maintain a minimum fixed charge coverage ratio of 1.0 whenever availability under the Loan Agreement falls below the specified threshold. Substantially all of the Company's assets are pledged as collateral for outstanding borrowings under the Loan Agreement. Outstanding borrowings bear interest, at the Company's election, at either a base rate plus a margin of 0.5% to 1.0% or the Term Secured Overnight Financing Rate plus a margin of 1.5% to 2.0%, and a credit spread adjustment of 0.10%, with such margins based on the Company's borrowing availability, and the unused line fee is 0.25% to 0.375% per annum.

As of November 1, 2025 and November 2, 2024, the Company had $488.3 million and $199.7 million, respectively, of borrowings outstanding under this credit facility. The weighted average interest rate was 6.42% and 7.15% for the 39 weeks ended November 1, 2025 and November 2, 2024, respectively. As of February 1, 2025, there were no borrowings outstanding under the credit facility. As of November 1, 2025, we were in compliance with all terms and covenants of the Loan Agreement.

Ulta Beauty's wholly owned subsidiary, Space NK, maintains a multi-currency revolving credit facility (the Facility Agreement) with National Westminster Bank plc, providing up to £40.0 million for working capital requirements. The Facility Agreement, maturing on April 17, 2028, allows Space NK to increase the revolving facility by an additional £10.0 million with lender consent. The facility is secured by the assets of Space NK and contains a requirement to maintain an interest coverage ratio not less than 4.0 to 1.0 and a leverage ratio not to exceed 2.0 to 1.0 for any relevant period. Borrowings bear interest at either the compound or term Sterling Overnight Index Average plus a margin of 1.75%, and an unused line fee of 0.60% per annum. As of November 1, 2025, there was $63.4 million outstanding under this credit facility. As of November 1, 2025, Space NK was in compliance with all terms and covenants of the Facility Agreement.

Seasonality

Our business is subject to seasonal fluctuation. Significant portions of our net sales and profits are realized during the fourth quarter of the fiscal year due to the holiday selling season. To a lesser extent, our business is also affected by Mother's Day and Valentine's Day. Any decrease in sales during these higher sales volume periods could have an adverse effect on our business, financial condition, or operating results for the entire fiscal year. 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.

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. 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 February 1, 2025.

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 continually monitor this risk and may develop strategies to manage it. We do not hold or issue financial instruments for trading purposes.

Interest rate risk

We are exposed to interest rate risks primarily through borrowings under our credit facilities. Interest on our borrowings is based upon variable rates. As of November 1, 2025 and November 2, 2024, we had $551.7 million and $199.7 million, respectively, outstanding under our credit facilities. We did not have any outstanding borrowings on the credit facility as of February 1, 2025.

A hypothetical 1% increase in interest rates on variable debt would not have a material impact on our operating income for the 39 weeks ended November 1, 2025.

Foreign currency exchange rate risk

We are exposed to risks from foreign currency exchange rate fluctuations on the translation of our foreign operations into U.S. dollars and on the purchase of goods by these foreign operations that are not denominated in their local currencies. Our exposure to foreign currency rate fluctuations is not material to our financial condition or results of operations.

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.

Based on management's evaluation, our Chief Executive Officer and Interim 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), were effective as of November 1, 2025 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 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 Interim 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 November 1, 2025 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 7 to our consolidated financial statements, "Commitments and contingencies," 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 February 1, 2025, 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 February 1, 2025.

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 fiscal 2025:

Period	Total number of shares purchased (1)	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under plans or programs (in thousands) (2)
August 3, 2025 to August 30, 2025	108,677	$ 517.48	108,677	$ 2,171,559
August 31, 2025 to September 27, 2025	120,069	526.65	119,822	2,109,041
September 28, 2025 to November 1, 2025	198,662	541.06	198,415	2,002,745
13 weeks ended November 1, 2025	427,408	531.01	426,914	2,002,745

(1) There were 426,914 shares repurchased during the 13 weeks ended November 1, 2025 and there were 494 shares transferred from employees in satisfaction of minimum statutory tax withholding obligations upon the vesting of restricted stock during the period.

(2) We may repurchase up to $3.0 billion of the Company's common stock under the October 2024 Share Repurchase Program, which revoked the previously authorized but unused amounts under the March 2024 Share Repurchase Program. As of November 1, 2025, $2.0 billion remained available under the October 2024 Share Repurchase Program.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

During the 13 weeks ended November 1, 2025, no director or Section 16 officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

Item 6. Exhibits

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

EXHIBIT INDEX

			Incorporated by Reference			
Exhibit Number	**Description of document**	**Filed Herewith**	**Form**	**Exhibit Number**	**File Number**	**Filing Date**
3.1	Certificate of Incorporation of Ulta Beauty, Inc., as amended through June 1, 2023		8-K	3.1	001-33764	6/07/2023
3.2	Bylaws of Ulta Beauty, Inc., as amended through June 1, 2023		8-K	3.3	001-33764	6/07/2023
10.1	Letter Agreement dated October 8, 2025 between Ulta Inc. and Christopher DelOrefice	X				
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 Interim 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 Interim 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	Inline XBRL Instance	X				
101.SCH	Inline XBRL Taxonomy Extension Schema	X				
101.CAL	Inline XBRL Taxonomy Extension Calculation	X				
101.LAB	Inline XBRL Taxonomy Extension Labels	X				
101.PRE	Inline XBRL Taxonomy Extension Presentation	X				
101.DEF	Inline XBRL Taxonomy Extension Definition	X				
104	Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101).					

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on December 4, 2025 on its behalf by the undersigned, thereunto duly authorized.

ULTA BEAUTY, INC.

By: /s/ Christopher Lialios

Christopher Lialios
Interim Chief Financial Officer
(principal financial and accounting officer and authorized signatory)

Exhibit 10.1

October 8, 2025

Chris DelOrefice

Sent via email

Re: Offer of Employment – Chief Financial Officer

Dear Chris,

On behalf of Ulta Beauty and our Board of Directors, I'm pleased to offer you the Chief Financial Officer position. In this full-time exempt position, your starting annual salary will be $980,000 paid bi−weekly. In addition, beginning in fiscal year 2026, you will be eligible to participate in our Corporate Bonus Program targeted at 125% of your annual salary, with the opportunity to earn up to 200% of your target bonus amount.

Annual bonuses are prorated based on time in position. You will receive additional materials on the Bonus Program after your employment commences. Bonus payouts are subject to Board approval and your continued employment with Ulta Beauty.

Your effective date in this new role will be December 5, 2025, which will be confirmed upon the successful completion of your prescreening requirements.

You will also be eligible to participate in the company's annual long term incentive plan ("LTIP"). The 2026 target grant value of your LTIP award will be 450% of your salary ($4,410,000) and will be in the form of 50% of the grant value in Restricted Stock Units ("RSUs") and 50% of the grant value in stock options. We anticipate that you will receive your award in March of 2026 and that the RSUs will cliff vest on March 15, 2029, and the options will ratably vest 25% on March 15th of each year following the grant.

You will be granted an equity award of RSUs with a grant value of $1,100,000 with a one-year vesting period and a lump sum cash payment of $1,000,000. The cash award is subject to a claw back if you voluntarily resign or terminated for cause within one year of your start date. The lump sum cash payment will be paid approximately within 30 days after your start date. The payment will be less any withholding and payroll taxes.

You will also be granted an equity award of RSUs with a grant value of $2,200,000 with 2-year cliff vesting. We expect that these equity awards will be granted to you on December 9, 2025.

All equity grants are subject to the provisions contained in the applicable plan and grant agreements, including but not limited to your execution of and continuing compliance with all terms and conditions of the Confidential Information and Protective Covenant Agreement.

Our benefits show we focus on you.

We offer benefits that go beyond, including healthcare that begins from day one. In addition to medical, vision and dental group insurance, we also offer opportunities including participation in our 401(k) Plan, Flexible Spending Accounts, and our Employee Discount program among other benefits.

If you wish to participate in some or all of Ulta Beauty's benefit plans, you must enroll within the first thirty (30) days after your start date with us. You will be eligible for the 401(k) plan on the first day of the month following sixty (60) days of employment. You will also be eligible for the company's non-qualified deferred compensation plan, executive long term disability plan and annual executive physical benefit. We will provide enrollment information for these plans on your start date.

Vacation accrual begins with your first day of employment and will be accrued according to Ulta Beauty's vacation policy. You may accrue up to five weeks of vacation time. In addition, you will receive 5 personal days and 6 sick days prorated based on your start date.

The Company will reimburse you for all reasonable business, entertainment and travel expenses incurred in performing services for the Company; provided that such expenses are incurred, accounted for, and reimbursed in accordance with the Company's expense reimbursement policy.

We are pleased to provide you our Executive Level relocation benefits to relocate you and your family to the Chicagoland area for a period of twelve months following your start date. If you are involuntarily separated from the Company for reasons other than cause, you will be eligible to receive severance benefits commensurate with the severance benefits offered to executives at your job level in the Company under any Company policy then in effect, provided that you execute an effective release of claims at time of termination.

You will be indemnified, held harmless and advanced expenses by the Company, to the fullest extent permitted by the laws of the State of Delaware and the Company's governing documents and insurance coverages, for claims which may arise as a result of performance of your duties and responsibilities to the Company. You will be entitled to coverage under any insurance policies the Company may elect to maintain generally for the benefit of its officers, directors and managers regarding such claims.

The Company will reimburse you for the reasonable attorneys' fees incurred by you in connection with the negotiation and execution of this offer of employment and any amendment or restatement hereof, in an amount not to exceed $20,000.

The validity, interpretation, construction and performance of this offer letter shall be governed by the laws of the State of Illinois without regard to its conflicts of law principles.

THE PARTIES HERETO AGREE TO SUBMIT ALL DISPUTES AND/OR ACTIONS REGARDING THIS AGREEMENT TO THE EXCLUSIVE JURISDICTION OF THE STATE OR FEDERAL COURTS IN COOK COUNTY, ILLINOIS. EACH OF THE PARTIES WAIVES ANY RIGHTS TO A TRIAL BY JURY. EXCEPT WHERE INJUNCTIVE OR OTHER EMERGENCY RELIEF IS SOUGHT, THE PARTIES HERETO AGREE THAT, AS A CONDITION PRECEDENT TO ANY ACTION REGARDING DISPUTES ARISING UNDER THIS AGREEMENT, SUCH DISPUTES SHALL FIRST BE SUBMITTED TO MEDIATION BEFORE A PROFESSIONAL MEDIATOR SELECTED BY THE PARTIES, AT A MUTUALLY AGREED TIME AND PLACE, AND WITH THE MEDIATOR'S FEES SPLIT EQUALLY BETWEEN THE PARTIES.

Your offer is contingent upon the following items:

- Pre-employment drug screen: Ulta Beauty is a drug free workplace so acceptable results of a pre-employment drug screening are needed. You are required to complete the drug screen within 3 business days from your acceptance.

- Background check results: Successfully passing Ulta Beauty's pre-employment background investigation.

- Prior to your start date, Ulta's Confidential Information and Protective Covenant Agreement will need to be completed, signed and returned to us.

- Signature of acceptance of this offer of employment: Please sign and date this offer letter and return to Anita Ryan. If needed, please feel free to reach out with any questions.

We want to remind you that we are offering you this position because of your general skills and abilities, and not because you possess or have knowledge of protectable, confidential, or trade secret information belonging to a previous employer. We do not want information belonging to your previous employer. In fact, while working for Ulta Beauty we prohibit you from directly or indirectly using or disclosing such information in connection with your employment. By accepting your offer, you will agree that while performing your responsibilities for Ulta Beauty, you will not breach any obligations owed to previous employers involving such information, including any confidentiality, non-competition, or non-solicitation agreement.

We recognize that you have the option, as does our company, of ending your employment with Ulta Beauty at any time, with or without notice and with or without cause. As such, your employment with us is at will and neither this letter nor any other oral or written representations may be considered an employment contract.

Chris, I am so excited about having you on my executive leadership team. I am looking forward to what you will bring to Ulta Beauty. I believe you'll find it truly rewarding to be part of our organization. This is such an exciting time, and we look forward to getting you started on your journey with Ulta Beauty.

Congratulations,

/s/ Kecia Steelman
Kecia Steelman
President and Chief Executive Officer

Cc: Anita Ryan, CHRO

I agree to the terms and accept this offer of employment.

Accepted by:

/s/ Christopher DelOrefice
Christopher DelOrefice

Exhibit 31.1

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, Kecia L. Steelman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ulta Beauty, 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 4, 2025

By: /s/ Kecia L. Steelman
Kecia L. Steelman
President and Chief Executive Officer and Director

Exhibit 31.2

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, Christopher Lialios, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ulta Beauty, 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 4, 2025

By: /s/ Christopher Lialios
Christopher Lialios
Interim Chief Financial Officer

Exhibit 32

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 President and Chief Executive Officer and Director of Ulta Beauty, Inc. (the "Company"), hereby certify that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended November 1, 2025 (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 4, 2025	By:	/s/ Kecia L. Steelman
		Kecia L. Steelman
		President and 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 Interim Chief Financial Officer of Ulta Beauty, Inc. (the "Company"), hereby certify that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended November 1, 2025 (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 4, 2025	By:	/s/ Christopher Lialios
		Christopher Lialios
		Interim Chief Financial Officer