

(Print or Type Responses)

|                                                                |                                         |                                                                                  |                                   |                                                                                                                                                                                                                                                                           |                                                                      |                                                                                                  |                                                             |                                                          |
|----------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br>HEILBRONN CHARLES |                                         | 2. Issuer Name and Ticker or Trading Symbol<br>Ultra Beauty, Inc. [ULTA]         |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below) |                                                                      |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>1000 REMINGTON BLVD., SUITE 120     |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/06/2018                   |                                   |                                                                                                                                                                                                                                                                           |                                                                      |                                                                                                  |                                                             |                                                          |
| (Street)<br>BOLINGBROOK, IL 60440                              |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                             |                                                                      |                                                                                                  |                                                             |                                                          |
| (City) (State) (Zip)                                           |                                         | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                   |                                                                                                                                                                                                                                                                           |                                                                      |                                                                                                  |                                                             |                                                          |
| 1.Title of Security<br>(Instr. 3)                              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) |                                                                                                                                                                                                                                                                           | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                |                                         |                                                                                  | Code                              | V                                                                                                                                                                                                                                                                         | Amount (A) or (D)                                                    | Price                                                                                            |                                                             |                                                          |
| Common Stock                                                   | 06/06/2018                              |                                                                                  | A                                 |                                                                                                                                                                                                                                                                           | 587 (1)                                                              | A \$ 0                                                                                           | 59,923                                                      | D                                                        |
| Common Stock                                                   |                                         |                                                                                  |                                   |                                                                                                                                                                                                                                                                           |                                                                      |                                                                                                  | 2,230,252                                                   | I By Mousseluxe SARL (2)                                 |

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

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

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                        |                                         |                                                       |                                   |   |                                                                                            |     |                                                             |                 |                                                                  |                            |                                               |                                                                                                       |                                                                                     |                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|---|--------------------------------------------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|------------------------------------------------------------------|----------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 3)                                                                                                   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                                                                                                 |                                                        |                                         |                                                       | Code                              | V | (A)                                                                                        | (D) | Date Exercisable                                            | Expiration Date | Title                                                            | Amount or Number of Shares |                                               |                                                                                                       |                                                                                     |                                                           |

Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |         |       |
|-------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                               | Director      | 10% Owner | Officer | Other |
| HEILBRONN CHARLES<br>1000 REMINGTON BLVD., SUITE 120<br>BOLINGBROOK, IL 60440 | X             |           |         |       |

Signatures

/s/ Jodi J. Caro, as attorney-in-fact for Charles Heilbronn

06/07/2018

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

(1) Represents a grant of 587 restricted stock units, vesting 100% on 6/6/2019.

Mousseluxe SARL is the record holder of these securities. These securities are indirectly owned by (a) Moussecentral Limited, the parent of Mousseluxe SARL and (b) Mr.

(2) Heilbronn, who has been granted a power of attorney and proxy to exercise voting and investment power with respect to these securities. Mr. Heilbronn disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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

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