

## FORM 3

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

## OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

|                                                                     |                                                                        |                                                                                                                                                                                                                                                                                          |                                                          |
|---------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person <sup>*</sup><br>Dillon Mary | 2. Date of Event Requiring<br>Statement (Month/Day/Year)<br>07/01/2013 | 3. Issuer Name and Ticker or Trading Symbol<br>Ulta Salon, Cosmetics & Fragrance, Inc. [ULTA]                                                                                                                                                                                            |                                                          |
| (Last) (First) (Middle)<br>1000 REMINGTON BLVD., SUITE 120          |                                                                        | 4. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>CEO |                                                          |
| (Street)<br>BOLINGBROOK, IL 60440                                   |                                                                        | 5. If Amendment, Date Original<br>Filed(Month/Day/Year)                                                                                                                                                                                                                                  |                                                          |
| (City) (State) (Zip)                                                |                                                                        | 6. Individual or Joint/Group Filing(Check<br>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                                                                         |                                                          |
| Table I - Non-Derivative Securities Beneficially Owned              |                                                                        |                                                                                                                                                                                                                                                                                          |                                                          |
| 1. Title of Security<br>(Instr. 4)                                  | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4)            | 3. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 5)                                                                                                                                                                                                                     | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
| No securities beneficially owned.                                   | 0                                                                      | D                                                                                                                                                                                                                                                                                        |                                                          |

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

SEC 1473 (7-02)

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.

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

|                                               |                                                                |                                                                                      |                                                                    |                                                                                                   |                                                             |
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying Derivative<br>Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|                                               | Date<br>Exercisable                                            | Expiration<br>Date                                                                   | Title                                                              | Amount or Number of<br>Shares                                                                     |                                                             |

## Reporting Owners

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

## Signatures

|                                                               |  |            |
|---------------------------------------------------------------|--|------------|
| /s/ Robert S. Guttman, as attorney-in-fact for Mary N. Dillon |  | 07/03/2013 |
| <sup>**</sup> Signature of Reporting Person                   |  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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