FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

| pe Response | s) | | | | | | | | | | | | | | | | |
|--|---|--|--|--|--|--|--|---|--|--|--|--|---|--|---|--|--|
| Name and Address of Reporting Person* DiRomualdo Robert F | | | | 2. Issuer Name and Ticker or Trading Symbol Ulta Beauty, Inc. [ULTA] | | | | | | | | 5 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
| (Last) (First) (Middle) 1000 REMINGTON BLVD.,, SUITE 120 | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/14/2017 | | | | | | | ar) | - | Office | r (give title belo | ow) | Other (specify | below) |
| (Street) | | | 4. If | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting Person | | | | | | |
|) | (State) | (Zip) | | | Ta | able I · | - Noi | n-D | erivative | Secui | rities A | Acquir | ed, Disp | osed of, or I | Beneficially | Owned | |
| (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | Execut | Execution Date, if | | Code | | * | | | d (A) | | | Following | Ownership Form: I Direct (D) | Beneficial Ownership | |
| | | | | | | Code | e . | V | Amount | (A) or (D) | Pr | rice | | | | or Indirect (Instr. 4) (I) (Instr. 4) | |
| Stock | | 03/14/2017 | | | | S | | | 50,000 | D | \$ 285. | .1515 | 340,53 | 37 | | I | By Naples Ventures LLC (2) |
| Stock | | | | | | | | | | | | | 4,309 | | | D | |
| Report on a s | separate line | | - Deriv | ative Sec | curit | ies Ac | quire | Pe co the | rsons wi ntained i e form di Disposed | ho re in thi splay | s forn ys a c r Bene | n are i urrent | not requ tly valid | uired to res | spond unle | ess | 1474 (9-02) |
| Title of 2. 3. Transaction 3A. Deemed Execution Date (Month/Day/Year) or Exercise (Month/Day/Year) | | ed Date, if | 4. Transact Code | tion) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | tions, convertible securities 6. Date Exercisable and Expiration Date (Month/Day/Year) Convertible securities 7. 7. 4. Arr Un. Sec. (In: 4) | | | 7. Titl Amou Under Secur (Instr. 4) | Amount or | | Derivative Securities Beneficiall Owned Following Reported | Owners Form of Derivat Securit Direct of or India | f Beneficia ive Ownersh y: (Instr. 4) D) | | |
| | d Address of aldo Rober MINGTOR BROOK, cecurity Stock Stock Report on a s Conversion or Exercise Price of Derivative | Stock Stock Stock Conversion or Exercise Price of Derivative (First) (State) (| d Address of Reporting Person* aldo Robert F (First) (Middle) MINGTON BLVD.,, SUITE 120 (Street) BROOK, IL 60440 (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Stock 03/14/2017 Stock Report on a separate line for each class of second conversion or Exercise Price of Derivative (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | d Address of Reporting Person* aldo Robert F D | d Address of Reporting Person* aldo Robert F CFirst) (First) (Middle) (Street) (Street) BROOK, IL 60440 (State) 2. Transaction Date (Month/Day/Year) Stock 2. Transaction Date (Month/Day/Year) Stock Conversion or Exercise Price of Derivative 2. Issuer Na Ulta Beaut 3. Date of Ear 03/14/2017 4. If Amendn 2. Transaction Date Execution Date, any (Month/Day/Year) 3. Transaction Date (Eg., puts, call Execution Date, if any (Month/Day/Year) 3. Deemed Execution Date, any (Month/Day/Year) 4. If Amendn 2. Table II - Derivative Sec (eg., puts, call Execution Date, if any (Month/Day/Year) (Instr. 8) | d Address of Reporting Person* aldo Robert F (First) (Middle) (MINGTON BLVD., SUITE 120 (O3/14/2017) (Street) 4. If Amendment, BROOK, IL 60440 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 03/14/2017 Stock 1 - Derivative Securities beneficially of Execution Date (e.g., puts, calls, we of Derivative Security (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, we of Derivative Security (Month/Day/Year) (Month/Day/Year) | d Address of Reporting Person aldo Robert F Code Code | d Address of Reporting Person* aldo Robert F Comparison Conversion or Exercise Price of Derivative Securities Securities Securities Securities Securities Securities Securities Securities (A) or Disposed of (D) (Instr. 3, 2. Issuer Name and Ticker Ulta Beauty, Inc. [ULT Ulta Beauty, Inc. [Ulta Ulta Beauty, Inc. [Ulta Ulta Ulta Beauty, Inc. [Ulta Ulta Ulta Ulta Ulta Ulta Ulta Ulta | d Address of Reporting Person aldo Robert F Indo R | Address of Reporting Person* Ido Robert F Ido Robert I Ido Robert F Ido Robert I Ido Robert F Ido Robert I I | d Address of Reporting Person* Ildo Robert F (First) (First) (First) (Street) (Street) (Street) (Street) (State) (Zip) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Stock (Brook Ulta Beauty, Inc. [ULTA] 3. Date of Earliest Transaction (Month/Day/Year) (A) (State) (Zip) (Zip) (A) (Zip) (A) (A) (Code V Amount (D) (Instr. 3) (Instr. 3, 4 and 6) (Instr. 3) (A) or (Code V Amount (D) (Code (Instr. 8) (Code V Amount (D) (Code (Instr. 8) (Code V Amount (D) (Code (Instr. 8) (C | d Address of Reporting Person aldo Robert F 2. Issuer Name and Ticker or Trading Symbol Ulta Beauty, Inc. [ULTA] 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. Securities Acquired (Instr. 8) 2. Transaction Date (Execution Date, if any or Date (Execution Date) (Month/Day/Year) Stock 3. Transaction O3/14/2017 Stock Report on a separate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Transaction Obstacles (Month/Day/Year) Persons who responsion on Execution Date (Execution Date, if any Office) (Month/Day/Year) A. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercision Date (Instr. 8) Date Expiration Date (Execution Date, if any Office) (Instr. 8) Date Expiration Date (Expiration Date (Instr. 3, 4, and 5) Date Expiration Date (Expiration Date (Instr. 3, 4, and 5) | Address of Reporting Person | Address of Reporting Person | 2. Issuer Name and Ticker or Trading Symbol Ulta Beauty, Inc. [ULTA] S. Relationship of Rep (Ch | 2. Issuer Name and Ticker or Trading Symbol Ulta Beauty, Inc. [ULTA] S. Relationship of Reporting Person Circle all application of the Corp. | Address of Reporting Person Check all applicable Check all app |

Reporting Owners

| D (O N / | Relationships | | | | | |
|--|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| DiRomualdo Robert F 1000 REMINGTON BLVD., SUITE 120 BOLINGBROOK, IL 60440 | X | | | | | |

Signatures

| /s/ Jodi J. Caro, as attorney-in-fact for Robert F. DiRomualdo | |
|--|--|
|--|--|

03/15/2017

| **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) Weighted average price based on trades completed with prices between \$285.00 to \$285.48. Reporting person shall undertake to provide a report of the shares sold at each price within the range upon request of the SEC staff, the issuer or any security holder of the issuer.
- (2) Naples Ventures LLC is the record holder of these securities. These securities are indirectly owned by Mr. DiRomualdo, who is a principal, along with Janice DiRomualdo, of Naples Ventures LLC. Mr. DiRomualdo 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.

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.