

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 27, 2019**

**ULTA BEAUTY, INC.**  
(Exact Name of Registrant as Specified in its Charter)

**Delaware  
(State or Other Jurisdiction  
of Incorporation)**

**001-33764  
(Commission  
File Number)**

**38-4022268  
(IRS Employer  
Identification No.)**

**1000 Remington Blvd., Suite 120, Bolingbrook, Illinois 60440**  
(Address of Principal Executive Offices and zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 C.F.R. §230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §240.13e-4(c))

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

| <u>Title of each class</u>               | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|------------------------------------------|--------------------------|--------------------------------------------------|
| Common Stock, par value \$0.01 per share | ULTA                     | The NASDAQ Global Select Market                  |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On November 27, 2019, Ulta Beauty, Inc. (the “Company”) issued a press release regarding the appointment of Patricia Little to the Company’s Board of Directors (the “Board”) effective November 27, 2019. Ms. Little will serve as a Class I director. A copy of the press release is furnished as Exhibit 99 to this report.

There is no arrangement or understanding between Ms. Little and any other persons pursuant to which Ms. Little was selected as a director, and there are no related party transactions involving Ms. Little that are reportable under Item 404(a) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) Exhibits. The exhibits listed in the exhibit index below are being filed herewith.

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>                                                                                                                                                       |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99                 | <a href="#"><u>Press release issued by Ulta Beauty, Inc. on November 27, 2019 announcing the appointment of Patricia Little to the Company’s Board of Directors.</u></a> |
| 104                | Cover Page Interactive Data File (the cover page tags are embedded within the Inline XBRL document)                                                                      |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ULTA BEAUTY, INC.

Date: November 27, 2019

By: /s/ Jodi J. Caro

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Jodi J. Caro

General Counsel, Chief Compliance Officer and  
Corporate Secretary



## **ULTA BEAUTY ANNOUNCES ADDITION TO BOARD OF DIRECTORS**

### **Patricia Little Appointed Independent Director**

Bolingbrook, IL – November 27, 2019 – Ulta Beauty, Inc. (NASDAQ:ULTA) today announced that Patricia Little, former Senior Vice President and Chief Financial Officer of The Hershey Company (NASDAQ:HSY), has been appointed to its Board of Directors effective November 27, 2019.

Ms. Little joins the Ulta Beauty board with more than 30 years of professional financial and leadership experience. Patricia retired from her role as Senior Vice President and Chief Financial Officer of The Hershey Company in 2019. Prior to joining Hershey, Patricia was the Executive Vice President and Chief Financial Officer at Kelly Services, Inc. and spent 24 years with Ford Motor Company holding a variety of leadership roles. Ms. Little holds a B.S. from Drake University and an MBA from Carnegie Mellon University.

Ms. Little currently serves as a member of the Board of Directors of McCormick & Company, Inc. and is the chair of its Audit Committee.

“We are delighted to welcome Patricia Little to Ulta Beauty’s Board of Directors,” said Mary Dillon, Chief Executive Officer. “Patricia’s deep financial expertise and insights gained from her experience with consumer-oriented and brand-driven companies will be great additions to our Board.”

### **About Ulta Beauty**

At Ulta Beauty (NASDAQ: ULTA), the possibilities are beautiful. Ulta Beauty is the largest U.S. beauty retailer and the premier beauty destination for cosmetics, fragrance, skin care products, hair care products and salon services. In 1990, the Company reinvented the beauty retail experience by offering a new way to shop for beauty – bringing together all things beauty, all in one place. Today, Ulta Beauty has grown to become the top national retailer offering the complete beauty experience.

Ulta Beauty brings possibilities to life through the power of beauty each and every day in our stores and online with more than 25,000 products from approximately 500 well-established and emerging beauty brands across all categories and price points, including Ulta Beauty’s own private

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label. Ulta Beauty also offers a full-service salon in every store featuring hair, skin, brow, and make-up services.

Ulta Beauty is recognized for its commitment to personalized service, fun and inviting stores and our industry-leading Ultamate Rewards loyalty program. As of November 2, 2019, Ulta Beauty operates 1,241 retail stores across 50 states and also distributes its products through its website, which includes a collection of tips, tutorials, and social content. For more information, visit [www.ulta.com](http://www.ulta.com).

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