

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Ulta Beauty, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11
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ULTA BEAUTY, INC.  
1000 REMINGTON BLVD.  
SUITE 120  
BOUNGBROOK, IL 60440

# Your **Vote** Counts!

**ULTA BEAUTY, INC.**

2023 Annual Meeting  
Vote by May 31, 2023  
11:59 PM ET



V03337-P87875

## You invested in ULTA BEAUTY, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 1, 2023.**

## Get informed before you vote

View the Company's Proxy Statement and Annual Report to Stockholders online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 18, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

June 1, 2023  
10:00 AM CDT

Virtually at:  
[www.virtualshareholdermeeting.com/ULTA2023](http://www.virtualshareholdermeeting.com/ULTA2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Michelle L. Collins	✔ For
1b. Patricia A. Little	✔ For
1c. Heidi G. Petz	✔ For
1d. Michael C. Smith	✔ For
2. To approve an amendment to our Certificate of Incorporation to declassify our Board of Directors and provide for the annual election of directors.	✔ For
3. To approve amendments to our Bylaws to provide that directors may be removed by the holders of a majority of the shares then entitled to vote at an election of directors and, if Proposal 2 is approved, with or without cause.	✔ For
4. To approve an amendment to our Certificate of Incorporation to replace all supermajority voting standards for amendments to the Certificate of Incorporation with a majority standard.	✔ For
5. To approve an amendment to our Bylaws to replace all supermajority voting standards for amendments to the Bylaws with a majority standard.	✔ For
6. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year 2023, ending February 3, 2024.	✔ For
7. Advisory resolution to approve the Company's executive compensation.	✔ For
8. Advisory vote on the frequency of future advisory votes on the Company's executive compensation.	1 Year
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".