
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): June 24, 2025

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)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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:

Title of each class	Trading Symbol	Name of each exchange on which registered
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.

On June 25, 2025, Ulta Beauty, Inc. (the “Company” or “Ulta Beauty”) announced that Christopher Lialios, formerly the Company’s Senior Vice President Controller, became the Company’s Interim Chief Financial Officer, as well as the Company’s principal financial officer and principal accounting officer, effective June 24, 2025. The Company has commenced an external search for a permanent Chief Financial Officer with the assistance of a leading executive search firm.

Mr. Lialios, 60, has served as Senior Vice President Controller of the Company since 2018 with responsibility for the Company’s financial reporting, internal controls, and accounting policy. Mr. Lialios joined Ulta Beauty in 1999 as assistant controller, where he led finance transformation efforts across the Company, and has held positions of increasing responsibility within Ulta Beauty’s accounting and finance organization since that time. He is a Certified Public Accountant and holds a B.S. in Accounting from the University of Illinois Chicago and an M.B.A. from Webster University.

While Mr. Lialios serves as the Company’s Interim Chief Financial Officer, his annualized base salary will be \$525,000 and his annual cash incentive target will be 100% of his base salary.

There are no arrangements or understandings between Mr. Lialios and any other person pursuant to which he was appointed. Mr. Lialios does not have any family relationship with any director or other executive officer of the Company or any person nominated or chosen by the Company to become a director or executive officer, and there are no transactions in which Mr. Lialios has an interest requiring disclosure under Item 404(a) of Regulation S-K.

On June 25, 2025, the Company also announced that Paula Oyibo, the Company’s former Chief Financial Officer, Treasurer, principal financial officer, and principal accounting officer, has left the Company, effective June 24, 2025.

Item 8.01 Other Events.

On June 25, 2025, the Company issued a press release announcing the Chief Financial Officer transition process. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The exhibit listed in the Exhibit Index below is being filed herewith.

<i>Exhibit No.</i>	<i>Description</i>
99.1	<u>Press release issued by Ulta Beauty, Inc. on June 25, 2025, announcing the Chief Financial Officer transition process.</u>
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, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ULTA BEAUTY, INC.

Date: June 30, 2025

By: /s/ Rene G. Cásares

Rene G. Cásares
Chief Legal Officer



Ulta Beauty Announces CFO Transition Process

Chris Lialios, Senior Vice President – Controller, Appointed Interim CFO Company Reaffirms Fiscal 2025 Guidance

BOLINGBROOK, Ill. June 25, 2025 – Ulta Beauty, Inc. (NASDAQ: ULTA), today announced that Chris Lialios, the company’s Senior Vice President – Controller, has been named Interim Chief Financial Officer, effective immediately. Mr. Lialios succeeds Paula Oyibo, who has left Ulta Beauty. The company has commenced an external search for a permanent successor with the assistance of a leading executive search firm.

Mr. Lialios has served as Senior Vice President – Controller since 2018 with responsibility for the company’s financial reporting, internal controls, and accounting policy. Mr. Lialios joined Ulta Beauty in 1999 as assistant controller, where he led finance transformation efforts across the company, and has held leadership positions of increasing responsibility within Ulta Beauty’s accounting and finance organization since that time. He is a Certified Public Accountant and holds a B.S. in Accounting from the University of Illinois Chicago and an M.B.A. from Webster University.

“Chris has been a respected leader on Ulta Beauty’s finance team for more than 25 years, and we are thankful to him for stepping into this important interim role as we conduct a search for our next CFO,” said Kecia Steelman, president and chief executive officer. “We’re confident that his deep familiarity with our business coupled with his financial expertise and leadership style will ensure a smooth transition as we continue to execute our Ulta Beauty Unleashed plan.”

“On behalf of the Ulta Beauty team and our Board of Directors, I want to thank Paula for her contributions and dedication to our company, guests and associates over the past six years, including serving as our CFO. We wish Paula all the best in her future endeavors,” Steelman continued.

“It has been my honor to serve as CFO for Ulta Beauty,” said Paula Oyibo, chief financial officer. “I am extremely proud of our team’s accomplishments and believe Ulta Beauty is well-positioned to execute the Ulta Beauty Unleashed plan.”

In conjunction with this announcement, the company reaffirmed the guidance for fiscal 2025 provided in the company’s press release issued on May 29, 2025, including the company’s expectation that comparable store sales growth will be between 0% and 1.5%, operating margin will be between 11.7% and 11.8%, and diluted EPS will be between \$22.65 and \$23.20.

About Ulta Beauty

At Ulta Beauty (NASDAQ: ULTA), the possibilities are beautiful. Ulta Beauty is the largest specialty 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 operates 1,451 retail stores across 50 states and distributes its products through its website, which includes a collection of tips, tutorials, and social content. For more information, visit www.ulta.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, which reflect the company's current views with respect to, among other things, future events and financial performance. These statements can be identified by the use of forward-looking words such as "will," "outlook," "believes," "expects," "plans," "estimates," "targets," "strategies" or other comparable words. Any forward-looking statements contained in this press release are based upon the company's historical performance and on current plans, estimates and expectations. The inclusion of this forward-looking information should not be regarded as a representation by the company or any other person that the future plans, estimates, targets, strategies or expectations contemplated by the company will be achieved. Such forward-looking statements are subject to various risks and uncertainties, which include, without limitation:

- macroeconomic conditions, including inflation and elevated interest rates, as well as prior labor, transportation, and shipping cost pressures, have had, and may continue to have, a negative impact on our business, financial condition, profitability, and cash flows (including future uncertain impacts, especially when combined with increased tariffs);*
 - changes in the overall level of consumer spending and volatility in the economy, including as a result of macroeconomic conditions, tariffs, and geopolitical events;*
 - our ability to sustain our growth plans and successfully implement our long-range strategic and financial plan;*
 - the ability to execute our operational excellence priorities, including continuous improvement and supply chain optimization;*
 - our ability to gauge beauty trends and react to changing consumer preferences in a timely manner;*
 - the possibility that we may be unable to compete effectively in our highly competitive markets;*
 - the possibility of significant interruptions in the operations of our distribution centers, fast fulfillment center, and market fulfillment centers;*
 - the possibility that cybersecurity or information security breaches and other disruptions could compromise our information or result in the unauthorized disclosure of confidential information;*
 - the possibility of material disruptions to our information systems, including our Ulta.com website and mobile applications;*
 - the failure to maintain satisfactory compliance with applicable privacy and data protection laws and regulations;*
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- *changes in the good relationships we have with our brand partners, our ability to continue to obtain sufficient merchandise from our brand partners, and/or our ability to continue to offer permanent or temporary exclusive products of our brand partners;*
- *our ability to effectively manage our inventory and protect against inventory shrink;*
- *changes in the wholesale cost of our products and/or interruptions at our brand partners' or third-party vendors' operations;*
- *epidemics, pandemics or natural disasters, which could negatively impact sales;*
- *the possibility that new store openings and existing locations may be impacted by developer or co-tenant issues;*
- *our ability to attract and retain key executive personnel;*
- *the impact of climate change on our business operations and/or supply chain;*
- *our ability to successfully execute our common stock repurchase program or implement future common stock repurchase programs;*
- *a decline in operating results which could lead to asset impairment and store closure charges; and*
- *other risk factors detailed in the company's public filings with the Securities and Exchange Commission (the SEC), including risk factors contained in its Annual Report on Form 10-K for the fiscal year ended February 1, 2025, as such may be amended or supplemented in its subsequently filed Quarterly Reports on Form 10-Q.*

The company's filings with the SEC are available at www.sec.gov. Except to the extent required by the federal securities laws, the company does not undertake to publicly update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

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