
**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): August 20, 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 August 20, 2025, the Board of Directors (the “Board”) of Ulta Beauty, Inc. (“Company” or “Ulta Beauty”) increased the size of the Board from ten to twelve directors and filled the vacancies created by such increase by appointing Martin Brok, 58, and Stephenie Landry, 47, as independent directors and members of the Board’s Audit and Compensation Committees, each effective as of September 1, 2025. Mr. Brok’s and Ms. Landry’s initial term will expire on the date of the Company’s 2026 Annual Meeting of Stockholders and until their successors shall be elected and qualified or until their earlier death, resignation, retirement, disqualification or removal.

Mr. Brok is Founder & CEO of mb Capital Advisors, a global investment and advisory services firm, since February 2022 and Operating Partner at Advent International, a global private equity firm, since November 2022. Previously, he served as Global President & CEO of Sephora (LVMH) from September 2020 to June 2022 and President – Europe, Middle East & Africa of Starbucks July 2016 to April 2020, and held senior leadership roles at Nike Inc., Burger King Corporation, and The Coca-Cola Company. He holds a B.B.A. in Marketing (minor in International Business) from Georgia State University and completed the Program for Management Development at Harvard Business School. Mr. Brok currently serves on the boards of Revlon Consumer Products LLC (member, Compensation Committee), Oatly Group AB (NASDAQ: OTLY; Chair, Compensation Committee), END. Clothing (Chairman of the Board; member, Audit Committee), Poke House (Chairman of the Board), and Qorium B.V. (Chair, Audit Committee), and previously served on the boards of Tous S.L. (Chair, Audit Committee; member, Compensation Committee), Grupo Axo S.A.P.I. de C.V. (Chair Compensation Committee), Purpose Brands Ltd. and London First and on the Strategic Advisory Board of Primark Ltd. (LSE: ABF).

The Board selected Mr. Brok because of his experience in beauty, brand building, international, strategic planning, merchandising, marketing, customer service and loyalty, retail operations, digital/omnichannel, finance, capital markets, and governance at global consumer brand companies.

Ms. Landry previously served as Chief Operating Officer of Honor Technology, an eldercare services company from January 2024 to April 2025. Prior to that, she held leadership roles at Amazon, including as Vice President of Sustainability from December 2022 to December 2023, Vice President of Worldwide Grocery from January 2020 to June 2022, Vice President of Amazon Fresh & Whole Foods Online from October 2017 to January 2020, and Vice President of Prime Now from December 2014 to October 2017. She holds a BA from Wellesley College and an MBA from the University of Michigan.

The Board selected Ms. Landry because of her experience in consumer technology, growth and transformation strategy, large-scale operations optimization, customer service and loyalty, logistics, retail operations, finance, and sustainability at large-scale consumer companies.

The Board has determined that each of Mr. Brok and Ms. Landry qualifies as an independent director under the corporate governance standards of Nasdaq and the rules of the Securities and Exchange Commission, and that there are no arrangements or understandings between Mr. Brok or Ms. Landry and any other person pursuant to which he or she was appointed as a director. There are no transactions in which Mr. Brok or Ms. Landry has an interest requiring disclosure under Item 404(a) of Regulation S-K.

As compensation for their service on the Board, Mr. Brok and Ms. Landry will receive the cash and equity compensation provided by the Company’s non-employee director compensation program, as it may be adjusted by the Board from time to time, as described in the Company’s definitive proxy statement, which was filed with the Securities and Exchange Commission on April 23, 2025.

Item 8.01 Other Events.

On August 21, 2025, the Company issued a press release announcing the appointment of Mr. Brok and Ms. Landry to the Board. 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 exhibits listed in the Exhibit Index below are being furnished herewith.

<i>Exhibit</i> <u>No.</u>	<u>Description</u>
99.1	Press release issued by Ulta Beauty, Inc. on August 21, 2025, announcing the director appointments
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: August 21, 2025

By: /s/ Rene G. Casares

Rene G. Casares
Chief Legal Officer



Ulta Beauty Appoints Martin Brok and Stephenie Landry to Its Board of Directors

BOLINGBROOK, IL — August 21, 2025 — Ulta Beauty, Inc. (NASDAQ: ULTA) today announced the appointments of Martin Brok and Stephenie Landry to its Board of Directors and as members of its Audit and Compensation Committees, effective September 1, 2025.

“We’re thrilled to welcome Martin and Stephenie to our Board of Directors,” said Kecia Steelman, President & Chief Executive Officer. “Martin is an accomplished, strategic leader with deep international experience in the areas of retailing, merchandising, and brand strategy, while Stephenie has strong operational and digital innovation expertise and sustainability leadership. Their transformative track records and strategic vision will be invaluable as we navigate our next chapter of growth.”

Mr. Brok joins the Ulta Beauty Board with over 35 years of global leadership in consumer brands and retail innovation. As Founder & CEO of mb Capital Advisors and Operating Partner at Advent International, he advises and invests in disruptive brand ventures worldwide. He previously served as Global President & CEO of Sephora, as President of Starbucks – Europe, Middle East & Africa, and as Global COO of DTC at Nike, and held senior roles at Burger King, and The Coca-Cola Company involving international operations across Europe, Middle East, Asia-Pacific, and the Americas. He currently serves on the boards of Revlon (Compensation Committee), Oatly (NASDAQ: OTLY; Chair, Compensation), END. Clothing (Chairman of the Board; member, Audit Committee), Poke House (Chairman of the Board), and Qorium (Chair, Audit Committee), and previously served on the boards of Tous S.L. (Chair, Audit Committee; member, Compensation Committee), Grupo Axo S.A.P.I. de C.V. (Chair, Compensation Committee), Purpose Brands and London First and on the Strategic Advisory Board of Primark Ltd. (LSE: ABF). He holds a B.B.A. in Marketing with a minor in International Business from Georgia State University and completed Harvard Business School’s Program for Management Development.

Ms. Landry joins the Ulta Beauty Board with more than 20 years of leadership in consumer technology, retail operations, and strategic transformation. She previously served as Chief Operating Officer at Honor Technology, an eldercare services company, where she oversaw operational scale-up and process optimization. Prior to that, she held leadership roles at Amazon, including as Vice President of Worldwide Grocery, Vice President of Amazon Fresh & Whole Foods Online, and Vice President of Prime Now, where she led a unified digital grocery strategy across all platforms, and later drove the company’s net-zero carbon plan as Vice President of Sustainability. She holds a BA from Wellesley College and an MBA from the University of Michigan.

With these appointments, Ulta Beauty's Board now consists of 12 directors, including 67% women, 33% racially diverse, and 50% appointed within the last five years.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on Ulta Beauty's current expectations and are not guarantees of future performance. You can identify these forward-looking statements by the use of words such as "continues," "may," "will," "should," "could," "strategies," "plans" or the negative version of these words or other comparable words. The forward-looking statements include, among other things, statements regarding Ulta Beauty's expectations regarding its future performance and are subject to various risks, uncertainties, assumptions, or changes in circumstances that are difficult to predict or quantify. Actual results may differ materially from these expectations due to changes in global, regional, or local economic, business, competitive, market, regulatory and other factors, including ongoing inflation and continued increases in interest rates, many of which are beyond Ulta Beauty's control. Important factors that could cause actual results to differ materially from those in the forward-looking statements are set forth in Ulta Beauty's filings with the Securities & Exchange Commission (the "SEC"), including Ulta Beauty's most recently filed Annual Report on Form 10-K, under the caption "Risk Factors," as may be updated from time to time in our periodic filings with the SEC. Any forward-looking statement in this press release speaks only as of the date of this release. Ulta Beauty undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

About Ulta Beauty

Ulta Beauty (NASDAQ: ULTA) is the largest specialty beauty retailer in the U.S. and a leading destination for cosmetics, fragrance, skincare, haircare, wellness and salon services. Since opening its first store in 1990, Ulta Beauty has grown to approximately 1,500 stores across the U.S. and redefined beauty retail by bringing together *All Things Beauty. All in One Place®*. With an expansive product assortment, professional salon services and its beloved Ulta Beauty Rewards loyalty program, the company delivers seamless, personalized experiences across stores, Ulta.com and the Ulta Beauty App – where the possibilities are truly beautiful. Ulta Beauty is also expanding its presence internationally through a joint venture in Mexico, a franchise in the Middle East, and its subsidiary, Space NK, a luxury beauty retailer operating in the U.K. and Ireland. For more information, visit www.ulta.com.

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