

Boot Barn Holdings, Inc.
Form 8-A12B
October 28, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

Boot Barn Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

90-0776290
(I.R.S. Employer Identification No.)

15776 Laguna Canyon Road

Irvine, California 92618

(949) 453-4400

(Address of principal executive offices and zip code)

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

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**Title of each class
to be so registered**
Common Stock, \$0.0001 par value per share

**Name of each exchange on which
each class is to be registered**
The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to a General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form relates: 333-199008

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered.

The description of the Common Stock, par value \$0.0001 per share, of Boot Barn Holdings, Inc. (the Registrant) as included under the caption "Description of capital stock" in the Prospectus forming a part of the Registration Statement on Form S-1 originally filed with the Securities and Exchange Commission (the Commission) on September 29, 2014 (Registration No. 333-199008), including exhibits, and as may be subsequently amended from time to time (the Registration Statement), is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any Prospectus relating to the Registration Statement subsequently filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Registration Statement.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 28, 2014

BOOT BARN HOLDINGS, INC.

By: */s/ Paul Iacono*
Name: Paul Iacono
Title: Chief Financial Officer