

Ulta Salon, Cosmetics & Fragrance, Inc.
Form 8-K
June 11, 2010

**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): June 10, 2010

ULTA SALON, COSMETICS & FRAGRANCE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other
Jurisdiction
of Incorporation)

001-33764
(Commission
File Number)

36-3685240
(IRS Employer
Identification No.)

1000 Remington Blvd., Suite 120
Bolingbrook, Illinois 60440
(Address of Principal Executive Offices)
(Zip Code)

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

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 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On June 10, 2010, Ulta Salon, Cosmetics & Fragrance, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with William Blair & Company, L.L.C. and Wells Fargo Securities, LLC, as representatives of the several underwriters named in Schedule A thereto (collectively, the Underwriters), and the selling stockholders named in Schedule B thereto (collectively, the Selling Stockholders), relating to the public offering of 8,976,112 shares of the Company's common stock, par value \$0.01 per share, by the Selling Stockholders at a public offering price of \$22.25 per share. Certain of the Selling Stockholders also granted the Underwriters a 30-day option to purchase an additional 1,346,417 shares of the Company's common stock to cover over-allotments, if any, at the public offering price, less the underwriting discount.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company and the Selling Stockholders. It also provides for customary indemnification by each of the Company, the Selling Stockholders and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities. The foregoing description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

The Company will not receive any proceeds from the sale of shares by the Selling Stockholders. The offering is being made pursuant to the Company's effective shelf registration statement on Form S-3 (File No. 333-167291) filed with the Securities and Exchange Commission on June 3, 2010, and the related prospectus supplement and accompanying prospectus. The offering is expected to close on June 16, 2010, subject to customary closing conditions.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<i>Exhibit No.</i>	<i>Description</i>
1.1	Underwriting Agreement, dated as of June 10, 2010, by and among the Company, William Blair & Company, L.L.C. and Wells Fargo Securities, LLC, as representatives of the several underwriters named in Schedule A thereto, and the selling stockholders named in Schedule B thereto.

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 SALON, COSMETICS & FRAGRANCE,
INC.

Date: June 11, 2010

By: /s/ Robert S. Guttman
Robert S. Guttman
Senior Vice President, General Counsel
and Secretary

EXHIBIT INDEX

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1.1	Underwriting Agreement, dated as of June 10, 2010, by and among the Company, William Blair & Company, L.L.C. and Wells Fargo Securities, LLC, as representatives of the several underwriters named in Schedule A thereto, and the selling stockholders named in Schedule B thereto.