

Boot Barn Holdings, Inc.
Form FWP
February 26, 2015

**Issuer Free Writing Prospectus
Filed Pursuant to Rule 433
Registration Statement No. 333-202112
Supplementing the Preliminary Prospectus
dated February 23, 2015 (as amended)**

**PRICING TERM SHEET
DATED FEBRUARY 25, 2015**

BOOT BARN HOLDINGS, INC.

5,422,212 SHARES OF COMMON STOCK

*The information in this pricing term sheet should be read in conjunction with Boot Barn Holdings, Inc.'s preliminary prospectus dated February 23, 2015 (the **Preliminary Prospectus**) relating to the offering by certain stockholders (the **Selling Stockholders**) of Boot Barn Holdings, Inc. (the **Company**) of common stock, \$0.0001 par value per share (the **Common Stock**), of the Company, and supersedes the information in the Preliminary Prospectus to the extent inconsistent with the information in such Preliminary Prospectus. In all other respects, this pricing term sheet is qualified in its entirety by reference to the Preliminary Prospectus. Capitalized terms used but not defined herein shall have the respective meanings as set forth in the Preliminary Prospectus. The Preliminary Prospectus may be accessed through the following link: <http://www.sec.gov/Archives/edgar/data/1610250/000104746915001058/a2223087zs-1a.htm>*

| | |
|--|--|
| Issuer | Boot Barn Holdings, Inc. |
| Securities | Common Stock |
| Exchange: Ticker | NYSE: BOOT |
| Common Stock offered by Selling Stockholders | 5,422,212 |
| Over-allotment option | 813,332 additional shares of Common Stock to cover any over-allotments |
| Public offering price | \$23.50 per share / \$127,421,982 total |
| Underwriting discount | \$1.175 per share / \$6,371,099.10 total |
| Joint book-running managers | J.P. Morgan Securities LLC, Piper Jaffray & Co. and Jefferies LLC |
| Pricing date | February 25, 2015 |
| Trade date | February 26, 2015 |
| Expected settlement date | March 3, 2015 |

Selling Stockholders

The following table supersedes the corresponding columns in the table set forth in the Preliminary Prospectus under the heading "Principal and selling stockholders". Except for the amounts and percentages set forth in the columns below, all information (including footnotes) contained in the Preliminary Prospectus under the heading "Principal and selling stockholders" remains unchanged.

| | Number of Shares Being Offered | Shares Beneficially Owned After this Offering Assuming No Exercise of the Underwriters' Option | | Number of Additional Shares Offered if Underwriters' Option is Exercised in Full | Shares Beneficially Owned After this Offering Assuming Full Exercise of the Underwriters' Option | |
|--|-----------------------------------|--|------------------------|--|--|------------------------|
| | | Number | Percentage of Class | | Number | Percentage of Class |
| 5% Stockholders: | | | | | | |
| Freeman Spogli & Co. | 4,859,739 | 12,890,261 | 50.1% | 729,186 | 12,161,075 | 47.3% |
| Directors and Named Executive Officers: | | | | | | |
| Greg Bettinelli | 8,567 | 62,823 | 0.2% | 1,285 | 61,538 | 0.2% |
| Brenda I. Morris | | 3,125 | 0.0% | | 3,125 | 0.0% |
| J. Frederick Simmons | | | | | | |
| Peter Starrett | 35,000 | 317,530 | 1.2% | 5,000 | 312,530 | 1.2% |
| James G. Conroy | | 239,160 | 0.9% | | 239,160 | 0.9% |
| Gregory V. Hackman | | | | | | |
| Paul Iacono | | 162,875 | 0.6% | | 162,875 | 0.6% |
| Laurie Grijalva | | 133,875 | 0.5% | | 133,875 | 0.5% |
| All directors and executive officers as a group (10 persons) | 43,567 | 919,388 | 3.6% | 6,285 | 913,103 | 3.6% |
| Other Selling Stockholders: | | | | | | |
| Capitala Finance Corp. | 164,273 | 435,727 | 1.7% | 24,648 | 411,079 | 1.6% |
| Brookside Mezzanine Fund II, L.P. | 94,409 | 250,416 | 1.0% | 14,166 | 236,250 | 0.9% |
| Ampex Retirement Master Trust | 10,383 | 27,542 | 0.1% | 1,558 | 25,984 | 0.1% |
| JJJ Charitable Foundation | 4,723 | 12,527 | 0.0% | 709 | 11,818 | 0.0% |
| Hartford Accident and Indemnity Company | 60,440 | 206,610 | 0.8% | 9,069 | 197,541 | 0.8% |
| Hartford Life and Accident Insurance Company | 6,716 | 22,959 | 0.1% | 1,008 | 21,951 | 0.1% |
| Patrick Meany | 177,962 | 472,038 | 1.8% | 26,703 | 445,335 | 1.7% |
| All other selling stockholders | 518,906 | 1,427,819 | 5.6% | 77,861 | 1,349,958 | 5.3% |

Additional Changes to Preliminary Prospectus

The following discussion supplements and supersedes the information contained in the Preliminary Prospectus to the extent inconsistent with such Preliminary Prospectus:

Upon completion of this offering, if the underwriters fully exercise their option to purchase additional shares of common stock in this offering, Freeman Spogli & Co. will control approximately 47.3% of the total voting power of our outstanding common stock. In that event, we will cease to be considered a controlled company under the corporate governance listing standards of the NYSE. Prior to this offering, we had relied on an exemption from certain NYSE corporate governance requirements available to controlled companies. If we cease to be a controlled company after this offering, we will rely on the NYSE transition rules applicable to a company that has ceased to be a controlled company for purposes of compliance with applicable NYSE corporate governance requirements.

Legends

The Company has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the Company, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting: J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by calling toll-free at 1-866-803-9204; Piper Jaffray & Co., 800 Nicollet Mall, J12S03, Minneapolis, Minnesota 55402, or by telephone at (800) 747-3924, or by e-mail at prospectus@pjc.com; and, Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022, by emailing ProspectusDepartment@Jefferies.com, or by calling (877) 547-6340.
