

RABIN EDWARD W
Form 4
January 03, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RABIN EDWARD W

(Last) (First) (Middle)

C/O SALLY BEAUTY HOLDINGS, INC., 3001 COLORADO BLVD

(Street)

DENTON, TX 76210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Sally Beauty Holdings, Inc. [SBH]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/30/2018		M	5,381 A <u>1</u>	19,732	D	
Common Stock					74,000	I	By Trust <u>(2)</u>
Common Stock					11,500	I	By Wife <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	09/30/2018		M	5,381	09/30/2018 (4)	Common Stock	5,381

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RABIN EDWARD W
C/O SALLY BEAUTY HOLDINGS, INC.
3001 COLORADO BLVD
DENTON, TX 76210

X

Signatures

/s/ John Henrich,
Attorney-in-fact

01/03/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Shares held by Edward Rabin Trust, f/b/o Edward Rabin, Jackie Rabin and family.
- (3) Shares held by Jackie Rabin SEP IRA, f/b/o Jackie Rabin.

On November 1, 2017, the reporting person was granted 7,175 restricted stock units ("RSUs") pursuant to the Sally Beauty Holdings, Inc.

- (4) Amended and Restated Independent Director Compensation Policy. Such RSUs vested on September 30, 2018 and the reporting person elected to receive shares of common stock in settlement of seventy-five percent of the RSUs on such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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