

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Ulta Beauty, Inc.		2 Issuer's employer identification number (EIN) 38-4022268	
3 Name of contact for additional information Jodi Snedigar	4 Telephone No. of contact 630-410-5155	5 Email address of contact jsnedigar@ulta.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1000 Remington Blvd., Suite 120		7 City, town, or post office, state, and Zip code of contact Bolingbrook, IL 60440	
8 Date of action January 29, 2017		9 Classification and description Ulta Beauty, Inc. common stock	
10 CUSIP number 90384S 303	11 Serial number(s) N/A	12 Ticker symbol ULTA	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On January 29, 2017, Ulta Salon, Cosmetics & Fragrance, Inc. ("Ulta") and its subsidiary Ulta Beauty, Inc. ("Ulta Beauty") engaged in a holding company reorganization pursuant to an Agreement and Plan of Merger, dated as of January 27, 2017 (the "Merger Agreement"), among Ulta, Ulta Beauty and Ulta Merger Sub, Inc. ("Merger Sub"). In accordance with the terms of the Merger Agreement, Merger Sub, a subsidiary of Ulta Beauty, merged with and into Ulta ("Merger"), with Ulta surviving the Merger as a wholly owned subsidiary of Ulta Beauty. Immediately following the Merger, Ulta converted under Delaware state law from a corporation to a limited liability company (the "Conversion," and together with the Merger, the "Reorganization"). In connection with the Reorganization, each share of Ulta common stock issued and outstanding immediately prior to the effective time of the Merger was automatically converted into one share of Ulta Beauty common stock. No consideration other than the Ulta Beauty common stock was provided to the Ulta shareholders.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The Reorganization should be characterized for U.S. federal income tax purposes as a reorganization described in Section 368(a)(1)(F). Accordingly, U.S. shareholders of Ulta should not be subject to U.S. federal income tax as a result of the automatic conversion of the Ulta common stock to Ulta Beauty common stock. A U.S. shareholder's aggregate tax basis in the Ulta Beauty common stock should equal such U.S. shareholder's aggregate tax basis in the Ulta common stock for U.S. federal income tax purposes.**

This Form 8937 does not constitute tax advice. Shareholders are urged to consult their own tax advisors regarding the particular consequences of the Reorganization, including the applicability and effect of all U.S. federal, state and local, and foreign tax laws.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **The adjusted tax basis of each share of Ulta Beauty common stock should equal the adjusted tax basis in the share of Ulta common stock exchanged therefor. For example, assume a U.S. shareholder owned two shares of Ulta common stock, acquired on different dates and at different prices, with an aggregate adjusted tax basis of \$15: one share had a \$5 adjusted tax basis and the other share had a \$10 adjusted tax basis. Pursuant to the Merger, such U.S. shareholder should have received, in exchange for its two shares of Ulta common stock, two shares of Ulta Beauty common stock with an aggregate adjusted tax basis of \$15: one share should have a \$5 adjusted tax basis and the other share should have a \$10 adjusted tax basis.**

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Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Code Sections 368(a) and 358.

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18 Can any resulting loss be recognized? ▶ No loss should be recognized.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The Reorganization was executed on January 29, 2017. For a U.S. shareholder whose taxable year is a calendar year, the reportable tax year is 2017.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶ <u><i>Scott M. Setterspen</i></u>	Date ▶ <u>2/14/17</u>		
Paid Preparer Use Only	Print your name ▶ <u>SCOTT M. SETTERS PEN</u>	Title ▶ <u>CFO</u>		
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	Firm's name ▶	Firm's EIN ▶		
	Firm's address ▶	Phone no.		