

Ulta Salon, Cosmetics & Fragrance, Inc.  
 Form 3  
 June 14, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Taake Janet		(Month/Day/Year)	Ulta Salon, Cosmetics & Fragrance, Inc. [ULTA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		06/06/2013		
1000 REMINGTON BLVD.,			(Check all applicable)	
SUITE 120			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Sr. VP - Merchandising	
BOLINGBROOK, IL 60440			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,891	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock Option (right to buy)	Â (1)	12/09/2018	Common Stock 20,000	\$ 9.67 D Â
Stock Option (right to buy)	Â (2)	09/09/2019	Common Stock 10,000	\$ 14.41 D Â
Stock Option (right to buy)	Â (3)	09/08/2020	Common Stock 20,000	\$ 26.71 D Â
Stock Option (right to buy)	Â (4)	09/13/2021	Common Stock 7,500	\$ 69.96 D Â
Stock Option (right to buy)	Â (5)	05/10/2022	Common Stock 4,636	\$ 86.06 D Â
Stock Option (right to buy)	Â (6)	03/19/2023	Common Stock 6,519	\$ 74.91 D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taake Janet 1000 REMINGTON BLVD., SUITE 120 BOLINGBROOK, IL 60440	Â	Â	Â Sr. VP - Merchandising	Â

## Signatures

/s/ Robert S. Guttman, as attorney-in-fact for Janet Taake  
Date: 06/14/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The options, representing an initial right to purchase a total of 80,000 shares, vested 25% on each anniversary date of the 12/09/2008 grant date.
- (2) The options, representing an initial right to purchase a total of 40,000 shares, vest 25% on each anniversary date of the 09/09/2009 grant date.
- (3) The options, representing an initial right to purchase a total of 40,000 shares, vest 25% on each anniversary date of the 09/08/2010 grant date.
- (4) The options, representing an initial right to purchase a total of 10,000 shares, vest 25% on each anniversary date of the 09/13/2011 grant date.
- (5) The options, representing an initial right to purchase a total of 4,636 shares, vest 25% on each anniversary date of the 03/23/2012 vesting date.
- (6) The options, representing an initial right to purchase a total of 6,519 shares, vest 25% on each anniversary date of the 03/19/2013 grant 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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