Alt Aaron E Form 4 May 24, 2018

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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 \*

| Alt Aaron E  |         |          | Symbol                            | Issuer                                |  |  |  |
|--|---------|----------|-----------------------------------|---------------------------------------|--|--|--|
|  |         |          | Sally Beauty Holdings, Inc. [SBH] | (Check all applicable)                |  |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction   | · · · · · · · · · · · · · · · · · · · |  |  |  |
|  |         |          | (Month/Day/Year)                  | Director 10% Owner                    |  |  |  |
| C/O SALLY BEAUTY HOLDINGS, INC., 3001 COLORADO BLVD. |         |          | 05/22/2018                        | X Officer (give title Other (specify  |  |  |  |
|  |         |          |                                   | below) below) SVP, CFO & CAO          |  |  |  |
|  |         |          |                                   |                                       |  |  |  |

2. Issuer Name and Ticker or Trading

(Street)
4. If Amendment, Date Original
6. Individual or Joint/Group Filing(Check
Filed(Month/Day/Year)
Applicable Line)
\_X\_ Form filed by One Reporting Person
\_\_\_\_ Form filed by More than One Reporting

**DENTON, TX 76210** 

| (City)                               | (State)                              | (Zip) Table   | e I - Non-D                             | erivative S   | ecurit    | ties Acq   | uired, Disposed o  | f, or Beneficial   | ly Owned  |
|--------------------------------------|--------------------------------------|---|---|---|-----------|------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |           |            | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                      |                                      |   | Code V                                  | Amount  | or<br>(D) | Price      | (Instr. 3 and 4)   |  |   |
| Common<br>Stock                      | 05/22/2018                           |   | P                                       | 3,500   | A         | \$<br>15.1 | 3,500  | D  |   |
| Common Stock (1)                     | 05/22/2018                           |   | A                                       | 62,119<br>(2)   | A         | \$0        | 65,619   | D  |   |

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

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.

SEC 1474

(9-02)

Person

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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<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|--|---|--------------------------------------|---|---------------------------------------|---|--|--------------------|---|-------------------------------------|
|  |   |                                      |   | Code V                                | (A) (D  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) (3) | \$ 15.1   | 05/22/2018                           |   | A                                     | 98,087  | <u>(4)</u>   | 05/22/2028         | Common<br>Stock   | 98,087                              |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Alt Aaron E C/O SALLY BEAUTY HOLDINGS, INC. 3001 COLORADO BLVD. DENTON, TX 76210

SVP, CFO & CAO

### **Signatures**

/s/ John Henrich,

Attorney-in-fact 05/24/2018

\*\*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) Grant of Restricted Stock under the Sally Beauty Holdings, Inc. Amended and Restated 2010 Omnibus Incentive Plan.
- (2) The restrictions on the shares shall lapse annually in three equal installments beginning on May 22, 2019.
- (3) Grant of options under the Sally Beauty Holdings, Inc. Amended and Restated 2010 Omnibus Incentive Plan.
- (4) The options vest in three equal annual installments beginning on May 22, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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