

Ulta Salon, Cosmetics & Fragrance, Inc.
Form 8-K
June 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 6, 2013

ULTA SALON, COSMETICS & FRAGRANCE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-33764
(Commission

File Number)

36-3685240
(IRS Employer

Identification No.)

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1000 Remington Blvd., Suite 120

Bolingbrook, Illinois
(Address of Principal Executive Offices)

60440
(Zip Code)

Registrant's telephone number, including area code: (630) 410-4800

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 6, 2013, Ulta Salon, Cosmetics & Fragrance, Inc. (the Company) held its 2013 Annual Meeting of Stockholders. At the Annual Meeting, the stockholders voted on the following three proposals and cast their votes as described below.

1. Election of Directors

| Director | Number of Shares Voted For | Number of Shares Withheld |
|----------------------|----------------------------|---------------------------|
| Charles Heilbronn | 46,586,661 | 9,469,670 |
| Michael R. MacDonald | 55,231,193 | 825,138 |

There were 2,050,269 broker non-votes on the proposal for election of directors.

2. Ratification of Appointment of Independent Registered Public Accounting Firm

57,586,861 shares voted for, 514,996 shares voted against, and 4,743 shares abstained from voting. There were no broker non-votes on this matter.

3. Advisory Vote on Executive Compensation

55,516,392 shares voted for, 519,461 shares voted against, and 20,478 shares abstained from voting. There were 2,050,269 broker non-votes on this matter.

Item 8.01 Other Events.

As previously announced, Dennis K. Eck stepped down from his position as Chairman of the Board of Directors of the Company (the Board), effective at the conclusion of the Company's 2013 Annual Meeting of Stockholders held on June 6, 2013, but remains a member of the Board. Current Board member Kenneth T. Stevens has succeeded Mr. Eck as Non-Executive Chairman of the Board, effective at the conclusion of the Company's 2013 Annual Meeting of Stockholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ULTA SALON, COSMETICS & FRAGRANCE, INC.

Date: June 10, 2013

By: /s/ Robert S. Guttman
Robert S. Guttman

Senior Vice President, General Counsel and Secretary