



NEWS RELEASE

## Boot Barn Holdings, Inc. Announces Pricing of Follow-On Offering of Common Stock

2/26/2015

IRVINE, Calif.--(BUSINESS WIRE)-- Boot Barn Holdings, Inc. (NYSE:BOOT) today announced the pricing of its public follow-on offering (the "Offering") by certain of the Company's stockholders, including certain directors (the "Selling Stockholders") of 5,422,212 shares of the Company's common stock at a price of \$23.50 per share. In addition, the Selling Stockholders have granted the underwriters an option to purchase up to 813,332 additional shares of common stock. Boot Barn Holdings, Inc. will not receive any proceeds from the sale of the shares by the Selling Stockholders. The closing of the Offering is expected to occur on March 3, 2015, subject to the satisfaction of customary closing conditions.

J.P. Morgan Securities LLC, Piper Jaffray & Co. and Jefferies LLC are acting as joint book-running managers for the Offering.

The Offering is being made only by means of a prospectus. Copies of the prospectus may be obtained from: J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by calling toll-free at 1-866-803-9204; Piper Jaffray & Co., 800 Nicollet Mall, J12S03, Minneapolis, Minnesota 55402, or by telephone at (800) 747-3924, or by e-mail at [prospectus@pjc.com](mailto:prospectus@pjc.com); and, Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022, by emailing [Prospectus\\_Department@Jefferies.com](mailto:Prospectus_Department@Jefferies.com), or by calling (877) 547-6340.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission ("SEC") and was declared effective on February 25, 2015. A copy of the registration statement can be accessed through the SEC's website at [www.sec.gov](http://www.sec.gov). This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Boot Barn

Boot Barn is the nation's leading lifestyle retailer of western and work-related footwear, apparel and accessories for men, women and children. The Company offers its loyal customer base a wide selection of more than 200 work and lifestyle brands. For more information, visit [www.bootbarn.com](http://www.bootbarn.com).

Source: Boot Barn Holdings, Inc.

**Investor:**

ICR, Inc.

Anne Rakunas / Brendon Frey, 310-954-1113

**BootBarnIR@icrinc.com**

or

**Media:**

Boot Barn Media Relations

Jayne Maxwell, 949-453-4400 ext. 428

**BootBarnIRMedia@bootbarn.com**