

Spinks Mark Gregory
Form 4
November 03, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spinks Mark Gregory

(Last) (First) (Middle)

C/O SALLY BEAUTY HOLDINGS,
INC., 3001 COLORADO BLVD

(Street)

DENTON, TX 76210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Sally Beauty Holdings, Inc. [SBH]

3. Date of Earliest Transaction
(Month/Day/Year)

11/01/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

President-Beauty Systems Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock ⁽¹⁾	11/01/2017		A		11,366 ⁽²⁾	A	\$ 0
Common Stock					2,282.8665	I	By 401(k)

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

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information contained in this form are not
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(9-02)

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 17.42	11/01/2017		A		42,040		<u>(4)</u>	11/01/2027	Common Stock	42,040

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Spinks Mark Gregory C/O SALLY BEAUTY HOLDINGS, INC. 3001 COLORADO BLVD DENTON, TX 76210	President-Beauty Systems Group

Signatures

/s/ Matthew Haltom,
Attorney-in-fact

11/03/2017

 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 September 30, 2018.
- (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 September 30, 2018.

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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