

Ulta Salon, Cosmetics & Fragrance, Inc.
Form SC 13G/A
February 12, 2009

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Ulta Salon, Cosmetics & Fragrance, Inc.
(Name of Issuer)

Common Stock, \$.01 par value per share
(Title of Class of Securities)

90384S303

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 90384S303

13G

Page 2 of 10 Pages

NAMES OF REPORTING PERSONS.

(1)

Doublemousse B.V.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(2)

(a)

(b)

SEC USE ONLY

(3)

CITIZENSHIP OR PLACE OF ORGANIZATION

(4)

The Netherlands

SOLE VOTING POWER

(5)

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY (6)

OWNED BY 11,029,471

SOLE DISPOSITIVE POWER

EACH REPORTING (7)

PERSON 0

SHARED DISPOSITIVE POWER

WITH (8)

11,029,471

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(9)

11,029,471

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(10)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(11)

19.1%¹

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(12)

CO

¹Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

CUSIP No. 90384S303

13G

Page 3 of 10 Pages

NAMES OF REPORTING PERSONS.

(1)

Chanel International B.V.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(2)

(a)

(b)

SEC USE ONLY

(3)

CITIZENSHIP OR PLACE OF ORGANIZATION

(4)

The Netherlands

SOLE VOTING POWER

(5)

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY (6)

OWNED BY 11,029,471

SOLE DISPOSITIVE POWER

EACH REPORTING (7)

PERSON 0

SHARED DISPOSITIVE POWER

WITH (8)

11,029,471

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(9)

11,029,471

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(10)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(11)

19.1%²

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(12)

CO

² Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

CUSIP No. 90384S303

13G

Page 4 of 10 Pages

NAMES OF REPORTING PERSONS.

(1)

Charles Heilbronn

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(2)

(a)

(b)

SEC USE ONLY

(3)

CITIZENSHIP OR PLACE OF ORGANIZATION

(4)

France

SOLE VOTING POWER

(5)

NUMBER OF 79,000

SHARED VOTING POWER

BENEFICIALLY (6)

OWNED BY 11,085,585

SOLE DISPOSITIVE POWER

EACH REPORTING (7)

PERSON 79,000

SHARED DISPOSITIVE POWER

(8)

11,085,585

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(9)

11,164,585

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(10)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(11)

19.4%³

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(12)

IN

³ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

CUSIP No. 90384S303

13G

Page 5 of 10 Pages

NAMES OF REPORTING PERSONS.

(1)

Mousetrap

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(2)

(a)

(b)

SEC USE ONLY

(3)

CITIZENSHIP OR PLACE OF ORGANIZATION

(4)

Ontario, Canada

SOLE VOTING POWER

(5)

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY (6)

OWNED BY 56,114

SOLE DISPOSITIVE POWER

EACH REPORTING (7)

PERSON 0

SHARED DISPOSITIVE POWER

WITH (8)

56,114

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(9)

56,114

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(10)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(11)

0.1%⁴

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(12)

PN

⁴ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

CUSIP No. 90384S303

13G

Page 6 of 10 Pages

NAMES OF REPORTING PERSONS.

(1)

Mousseless Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(2)

(a)

(b)

SEC USE ONLY

(3)

CITIZENSHIP OR PLACE OF ORGANIZATION

(4)

Delaware

SOLE VOTING POWER

(5)

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY (6)

OWNED BY 56,114

SOLE DISPOSITIVE POWER

EACH REPORTING (7)

PERSON 0

SHARED DISPOSITIVE POWER

WITH (8)

56,114

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(9)

56,114

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(10)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(11)

0.1%⁵

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(12)

CO

⁵ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

CUSIP No. 90384S303

13G

Page 7 of 10 Pages

Item 1(a). Name of Issuer:

Ulta Salon, Cosmetics & Fragrance, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1000 Remington Blvd., Suite 120

Bolingbrook, IL 60440

Item 2(a). Name of Person Filing:

(1) Doublemousse B.V.

(2) Chanel International B.V.

(3) Charles Heilbronn

(4) Moussetrap

(5) Mousseless Inc.

Item 2(b). Address of Principal Business Office or, if none, Residence:

Doublemousse B.V. and Chanel International B.V.:

Boerhaavelaan 22

2713 HX Zoetermeer

The Netherlands

Charles Heilbronn:

c/o Chanel Inc.

9 West 57th Street, 44th Floor

New York, New York 10019

Moussetrap and Mousseless Inc.:

9 West 57th Street, Suite 4605

New York, New York 10019

Item 2(c). Citizenship:

Doublemousse B.V. and Chanel International B.V.:

The Netherlands

Charles Heilbronn:

France

CUSIP No. 90384S303

13G

Page 8 of 10 Pages

Mousetrap
Ontario, Canada
Mousseless Inc.
Delaware

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value per share

Item 2(e). CUSIP Number:

90384S303

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

The information in items 1 and 5 through 11 on the cover pages (pp. 1-6) of this Schedule 13G is hereby incorporated by reference.

Doublemousse B.V. is the record holder of 11,029,471 shares of common stock of the Issuer. These securities are indirectly owned by (a) Chanel International B.V., the parent company of Doublemousse B.V. and (b) Charles Heilbronn, who has been granted a power of attorney and proxy to exercise voting and investment power with respect to these securities. Mr. Heilbronn disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Mousetrap is the record holder of 56,114 shares of common stock of the Issuer. These securities are indirectly owned by (a) Mousseless Inc., a general partner of Mousetrap and (b) Charles Heilbronn, the sole stockholder of Mousseless Inc. Mr. Heilbronn disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

CUSIP No. 90384S303

13G

Page 9 of 10 Pages

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2009

Doublemousse B.V.

By: /s/ Charles Heilbronn
Name: Charles Heilbronn
Title: Director

Chanel International B.V.

By: /s/ Charles Heilbronn
Name: Charles Heilbronn
Title: Attorney-in-Fact

/s/ Charles Heilbronn
Name: Charles Heilbronn

Mousetrap

By: Mousseless Inc., its general partner

By: /s/ Charles Heilbronn
Name: Charles Heilbronn
Its: President

Mousseless Inc.

By: /s/ Charles Heilbronn
Name: Charles Heilbronn
Title: President

POWER of ATTORNEY

The undersigned Chanel International B.V., a corporation organized under the laws of the Netherlands, having registered offices at Boerhaavelaan 22, 2713 HX, Zoetermeer, the Netherlands (the Company), represented by its directors Alain Wertheimer and Maureen Chiquet,

Hereby grants Power of Attorney to Charles Heilbronn:

1. With full power to individually represent the Company on a continuing basis, such power of attorney is of a general nature and includes all affairs and acts of the Company;
2. Without limiting the foregoing, to grant to Mr. Heilbronn power of attorney to act for the Company and to sign any documents in the name of and on behalf of the Company in all matters pertaining to:
 - a. the Company's ownership of shares of the company Doublemousse B.V.;
 - b. the registration of shares of Ulta Salon Cosmetics & Frangrances, Inc. (Ulta) under any U.S. federal or state securities laws; and
 - c. any reporting or registration obligation of the Company with respect to shares of Doublemousse B.V. or Ulta as required under any U.S. federal or state securities laws;
3. Without limiting the foregoing, to exercise all voting power and all investment power with respect to the Ulta shares owned by Doublemousse B.V. including the right to sell or redeem any or all of such shares.

This Power of Attorney is effective as of October 19, 2007.

/s/ Alain Wertheimer

/s/ Maureen Chiquet

Alain Wertheimer
Director

Maureen Chiquet
Director

State of New York :

:

County of New York :

On the 19th day of October 2007 before me personally appeared Alain Wertheimer and Maureen Chiquet who are known to me and who being duly sworn did execute this instrument and acknowledge that they executed same.

/s/ Melissa C. Jaehnig

MELISSA C. JAEHNIG

NOTARY PUBLIC-STATE OF NEW YORK

No. 01JA6123764

Qualified in New York County

Commission Expires March 14, 2009