

MILLER JOHN A
Form 4
October 04, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER JOHN A

(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)
12/08/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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(A) Code (Instr. 8)	4. Securities Acquired 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/08/2016		G ⁽¹⁾	V	24,000	D	\$ 0
					157,006	I	
Common Stock	09/30/2017		M		4,896	A	44,698
						D	

by Rellim
Investment
Company

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
required to respond unless the form
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SEC 1474
(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)	8. Filing Date
Restricted Stock Units	(2)	09/30/2017		M	4,896	09/30/2017 (3)	Common Stock	4,896

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MILLER JOHN A
C/O SALLY BEAUTY HOLDINGS, INC.
3001 COLORADO BLVD
DENTON, TX 76210

X

Signatures

/s/ Matthew Haltom,
Attorney-in-fact

10/04/2017

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) Reflects the gift of shares by the Rellim Investment Company, LLC (the "LLC") to the John A. Miller Family Foundation. These shares were previously reported as being held by the Rellim Dynasty Trust but were transferred to the LLC. The reporting person is the manager of the LLC and the beneficiary of the trust that is the single member of the LLC. The reporting person does not have any beneficial ownership in the John A. Miller Family Foundation.

(2) Restricted stock units convert into common stock on a one-for-one basis.

On November 1, 2016, the reporting person was granted 4,896 restricted stock units ("RSUs") pursuant to the Sally Beauty Holdings, Inc. Amended and Restated Independent Director Compensation Policy. Such RSUs vested on September 30, 2017 and the reporting person elected to receive shares of common stock in settlement of the RSUs on such date.

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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