

Sally Beauty Holdings, Inc.  
 Form 3  
 December 14, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|                                           |         |                                      |                                                                                                                                                                                                               |                                                      |
|-------------------------------------------|---------|--------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                                                                                                                                                   |                                                      |
| Â Grimes Donald T                         |         | (Month/Day/Year)                     | Sally Beauty Holdings, Inc. [SBH]                                                                                                                                                                             |                                                      |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                                              | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O 3001 COLORADO BLVD.                   |         | 12/12/2016                           | (Check all applicable)                                                                                                                                                                                        |                                                      |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>SVP, CFO & COO |                                                      |
| DENTON,Â TXÂ 76210                        |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                                                                                                                                                    |                                                      |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                               |                                                      |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |                                                          |                                                                   |                                                          |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|                                               |                                                             |                                                                                |                                                        |                                                                                          |                                                          |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|                                               | Date Exercisable                                            | Expiration Date                                                                | Title                                                  | Amount or Number of Shares                                                               |                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                  |       |
|----------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                | Director      | 10% Owner | Officer          | Other |
| Grimes Donald T<br>C/O 3001 COLORADO BLVD.<br>DENTON, TX 76210 | Â             | Â         | Â SVP, CFO & COO | Â     |

## Signatures

/s/ Matthew Haltom, 12/14/2016  
Attorney-in-fact

\*\*Signature of Reporting Person Date

## Explanation of Responses:

### No securities are beneficially owned

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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