

Sally Beauty Holdings, Inc.
Form 8-K
June 02, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: **June 2, 2011**

(Date of earliest event reported)

SALLY BEAUTY HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-33145
(Commission file number)

36-2257936
(I.R.S. Employer
Identification Number)

3001 Colorado Boulevard
Denton, Texas 76210

(Address of principal executive offices)

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(940) 898-7500

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01. REGULATION FD DISCLOSURE

On June 2, 2011, Sally Beauty Holdings, Inc. ("Sally Beauty" or the "Company") announced that the Company's Beauty Systems Group LLC and Armstrong McCall, L.P. ("AML") subsidiaries, certain franchisees of AML, certain other individual defendants and L'Oréal USA S/D, Inc. (along with L'Oréal's subsidiary Maly's West) ("L'Oréal"), executed an agreement (the "Settlement Agreement") settling the litigation initially brought by L'Oréal on February 21, 2008 against certain AML franchisees alleging breach of contract and other claims related to the distribution agreement between AML and L'Oréal concerning Matrix branded products. AML and Michael Voticky were added as defendants by L'Oréal on July 27, 2009.

Pursuant to the Settlement Agreement, the Company and L'Oréal have agreed a) to terminate their existing agreement to distribute Matrix branded products through AML and its franchisees; b) to enter into new five-year agreements to distribute Matrix branded products through AML and its franchisees; and c) to an exchange of financial and other consideration. In connection with the settlement, the parties have agreed to a dismissal with prejudice of the litigation and have entered into a mutual release of all claims asserted in the litigation.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 2, 2011

SALLY BEAUTY HOLDINGS, INC.

By: /s/ Raal H. Roos
Name: Raal H. Roos
Title: Senior Vice President, Secretary and General Counsel