SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 4 April 21, 2016

FORM 4

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

OMB 3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Director

OMB APPROVAL

January 31,

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

10% Owner

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

SPORTSMAN'S WAREHOUSE

HOLDINGS, INC. [SPWH]

3. Date of Earliest Transaction

Symbol

1(b).

(Print or Type Responses)

Talbot Kevan P

(Last)

1. Name and Address of Reporting Person *

(First)

(Middle)

C/O SPOR' WAREHO INC., 7035	Day/Year) 016				_X_ Officer (give title Other (specify below) CFO & Secretary					
MIDVALE	ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip) 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. Transactic Code (Instr. 8)	on(A) or Di (D) (Instr. 3,	sposed	of	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	04/16/2016		A	21,700 (1)	A	\$ 0	396,007	I	By The Kevan P. Talbot Revocable Trust	
Common Stock	04/16/2016		A	10,849 (2)	A	\$0	404,756	I	By The Kevan P. Talbot Revocable Trust	

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Common Stock 15,000 I By Pit Stop Properties, LLC $\frac{3}{2}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Talbot Kevan P C/O SPORTSMAN'S WAREHOUSE HOLDINGS, INC. 7035 S HIGH TECH DR MIDVALE, UT 84047

CFO & Secretary

Signatures

/s/ Kevan P. 04/21/2016 Talbot

**Signature of Date
Reporting Person

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 grant of restricted stock by the Issuer to the Reporting Person on April 16, 2016. The restricted stock is scheduled to vest, subject to the Reporting Person's continued employment, as to one-third of the shares awarded on each of the first, second and third

Reporting Owners 2

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anniversaries of the grant date.

- Reflects the grant of restricted stock by the Issuer to the Reporting Person on April 16, 2016. The restricted stock is subject to performance-based vesting requirements determined with respect to the Issuer's performance during fiscal year 2016. The maximum number of shares subject to the award are reported in the table above and the "target" number of shares subject to the award is two-thirds
- (2) of the maximum number reported. Following the end of the performance period, the number of shares eligible to vest, based on actual performance, will be between zero and the maximum number of shares reported. The shares eligible to vest based on performance will then vest, subject to the Reporting Person's continued employment, as to one-third of such shares following the end of the performance period and as to an additional one-third of such shares on each of the second and third anniversaries of the grant date.
- The Reporting Person, through his revocable trust, and his wife, through her revocable trust, are the sole general members of Pit Stop
 Properties, LLC (the "LLC"). The Reporting Person, his wife and four additional individuals have investor member interests in the LLC.
 The Reporting Person disclaims beneficial ownership of the common stock of the Issuer held by the LLC except to the extent of his pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.