

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 4

April 22, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Seidler Kutsenda Management Company, LLC

2. Issuer Name and Ticker or Trading Symbol
SPORTSMAN'S WAREHOUSE HOLDINGS, INC. [SPWH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4640 ADMIRALTY WAY, SUITE 1200

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2016

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

(Street)
MARINA DEL REY, CA 90292

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/22/2016 | | S | (A) 445,263 (1) | \$ 10.77 | 4,155,448 (2) I | See footnote 2 |
| Common Stock | 04/22/2016 | | S | (A) 454,737 (3) | \$ 10.77 | 4,243,863 (4) I | See footnote 4 |

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

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SEC 1474 (9-02)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (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 |
| Seidler Kutsenda Management Company, LLC 4640 ADMIRALTY WAY SUITE 1200 MARINA DEL REY, CA 90292 | X | X | | |
| SEIDLER EQUITY PARTNERS III L P 4640 ADMIRALTY WAY SUITE 1200 MARINA DEL REY, CA 90292 | X | X | | |
| SEP SWH Holdings GP, LLC 4640 ADMIRALTY WAY SUITE 1200 MARINA DEL REY, CA 90292 | X | X | | |
| SEP SWH Holdings, L.P. 4640 ADMIRALTY WAY SUITE 1200 MARINA DEL REY, CA 90292 | X | X | | |
| New SEP SWH Holdings, L.P. 4640 ADMIRALTY WAY SUITE 1200 MARINA DEL REY, CA 90292 | X | X | | |

Signatures

Seidler Kutsenda Management Company, LLC, /s/ Eric Kutsenda

04/22/2016

**Signature of Reporting Person

Date

04/22/2016

Seidler Equity Partners III, L.P., By: SEM III, LLC, its general partner, /s/ Christopher Eastland, Vice President

__Signature of Reporting Person

Date

SEP SWH Holdings GP, LLC, By: Seidler Equity Partners III, L.P., its sole member, By: SEM III, LLC, its general partner, /s/ Christopher Eastland, Vice President

04/22/2016

__Signature of Reporting Person

Date

SEP SWH Holdings, L.P., By: SEP SWH Holdings GP, LLC, its general partner, /s/ Christopher Eastland, Vice President

04/22/2016

__Signature of Reporting Person

Date

New SEP SWH Holdings, L.P., By: SEP SWH Holdings GP, LLC, its general partner, /s/ Christopher Eastland, Vice President

04/22/2016

__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).

Represents shares of the Issuer's common stock sold by SEP SWH Holdings, L.P. pursuant to the underwriters' exercise on April 22, 2016 of their option to purchase additional shares in connection with an underwritten public offering at a price per share of \$10.77, after deducting underwriting discounts and commissions of \$0.4781 per share.

(2) Represents the beneficial ownership of shares of the Issuer's common stock owned by SEP SWH Holdings, L.P.

Represents shares of the Issuer's common stock sold by New SEP SWH Holdings, L.P. pursuant to the underwriters' exercise on April 22, 2016 of their option to purchase additional shares in connection with an underwritten public offering at a price per share of \$10.77, after deducting underwriting discounts and commissions of \$0.4781 per share.

(4) Represents the beneficial ownership of shares of the Issuer's common stock owned by New SEP SWH Holdings, L.P.

Remarks:

Please see Exhibit 99

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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