

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 4

July 10, 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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Talbot Kevan P

(Last) (First) (Middle)

C/O SPORTSMAN'S
WAREHOUSE, 7035 HIGH TECH
DRIVE

(Street)

MIDVALE, UT 84047

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2017

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)
CFO & Secretary

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 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	07/10/2017		A ⁽¹⁾	2,662.407	A \$ 4.59	78,921.391 (2) (3)	D
Common Stock	07/10/2017		P	1,700	A \$ 5.177	374,507	I
Common Stock						15,000	I

By the
Kevan P.
Talbot
Revocable
Trust

By Pit Stop
Properties,
LLC ⁽⁴⁾

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)

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 Beneficially Owned Following Reported Transaction (Instr. 3)
				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 7035 HIGH TECH DRIVE MIDVALE, UT 84047	CFO & Secretary

Signatures

/s/ Kevan P Talbot 07/10/2017

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) These shares were acquired under the Sportsman's Warehouse Holdings, Inc. Employee Stock Purchase Plan.
- (2) Includes 18,083 shares of restricted stock, which are scheduled to vest in substantially equal installments on April 16, 2018 and April 16, 2019, subject to the Reporting Person's continued employment.
- (3) Includes 50,000 restricted stock units, which are scheduled to vest in substantially equal installments on April 16, 2018, April 16, 2019, and April 16, 2020, subject to the Reporting Person's continued employment. Each restricted stock unit represents the right to receive one share of the Issuer's common stock.

Edgar Filing: SPORTSMAN'S WAREHOUSE HOLDINGS, INC. - Form 4

- 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.
- (4) 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.