

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 4

April 05, 2017

FORM 4

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

OMB APPROVAL

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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 *
Talbot Kevan P

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

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO & Secretary

(Street)
MIDVALE, UT 84047

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 Ownership (Instr. 4)	
Common Stock				(A) or (D)	Price		By the Kevan P. Talbot Revocable Trust	
Common Stock	04/05/2017		D	5,425 (2)	D \$ 0	29,061.984 (1)	D	
Common Stock						15,000	I	By Pit Stop Properties, LLC (3)

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

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(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 (Instr. 3 and 4)
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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

Kevan P Talbot 04/04/2017

**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) Includes 21,700 shares of restricted stock, which are scheduled to vest as to one third of the shares awarded on each of the first, second and third anniversaries of the April 16, 2016 grant date, subject to the Reporting Person's continued employment.
- Represents a forfeiture of 5,425, or 50% of the maximum 10,849, performance-based restricted stock awards previously granted to the Reporting Person on April 16, 2016. The Reporting Person previously reported the grant of the maximum number of 10,849 shares of restricted stock that were subject to performance-based vesting requirements determined with respect to the Issuer's performance during
- (2) fiscal year 2016. On April 4, 2017, the Compensation Committee of the Board of Directors of the Issuer determined that the number of shares eligible to vest for such restricted stock award, based on actual performance of the Issuer, was 50% of the maximum number of shares previously reported. Of the remaining 5,424 shares eligible to vest based on performance, 1,808 shares will vest on April 16, 2017 and 1,808 shares will vest, subject to the Reporting Person's continued employment, on each of April 16, 2018 and April 16, 2019.

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- 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.
- (3) 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.

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