SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 4 March 08, 2016

FORM 4

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

OMB Number: 3235-0287

January 31,

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

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]

Symbol

1(b).

(Print or Type Responses)

Talbot Kevan P

1. Name and Address of Reporting Person *

	, ,	(Mo 03/	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2016				Director 10% OwnerX Officer (give title Other (specify below) CFO & Secretary			
	(Street)	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
MIDVALE	E, UT 84047	led(Month/Day/Year)				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)		Code	or(A) or Dis (Instr. 3, 4	tes Acquired sposed of (D) and 5) (A) or (D) Price		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							374,307	I	By The Kevan P. Talbot Revocable Trust	
Common Stock	03/04/2016		S <u>(1)</u>	10,000	D	\$ 13.37	25,000	I	By Pit Stop Properties, LLC (2)	
Common Stock	03/04/2016		S <u>(1)</u>	8,511	D	\$ 13.5 (3)	16,489	I	By Pit Stop Properties,	

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LLC (2)

SEC 1474

(9-02)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities	3		(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	Title N	or	
									Number	
									of	
				Code V	(A) (D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

> > CFO & Secretary

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

Signatures

/s/ Kevan P. 03/08/2016 Talbot

**Signature of 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Pit Stop Properties, LLC (the "LLC").
- (2) The reporting person, through his revocable trust, and his wife, through her revocable trust, are the sole general members of 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 Sportsman's Warehouse Holdings, Inc.'s (the "Issuer") held by the LLC except to the extent

Reporting Owners 2

Price of 9. Nu rivative Deriv Secu

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Date

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of his pecuniary interest.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.50 to \$13.51, inclusive. The reporting person undertakes to provide to the Issuer and any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.