SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 4 July 10, 2017

Common

Stock

<b>FORM</b>	4									OMB APPROVAL			
UNITED STATES SECURITIES AND EXC Washington, D.C. 205							GE CO	MMISSION	OMB Number:	3235-0287			
Check this if no longe	r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005			
subject to Section 16										average urs per			
Form 4 or Form 5									response				
obligations may contin	obligations may continue.  See Instruction  The diputs dailt to Section 10(a) of the Section 10(a) of the Section 17(b) of the Section 17(c) of the Section 17(d) of the Section												
(Print or Type Responses)													
1. Name and Ad Talbot Kevan	Symbol					5. Relationship of Reporting Person(s) to Issuer							
		SPORTSMAN'S WAREHOUSE HOLDINGS, INC. [SPWH]					(Check all applicable)						
(Last)						Director 10% Owner X Officer (give title Other (specify below)							
C/O SPORTS WAREHOUS DRIVE	07/10/2017												
	(Street)					6. Individual or Joint/Group Filing(Check							
MIDVALE, UT 84047				Ionth/Day/Y	ear)		Applicable Line)  _X_ Form filed by One Reporting Person  Form filed by More than One Reporting  Person						
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Se	curiti	ies Acqui	red, Disposed of,	or Beneficia	lly Owned			
	Transaction Date Ionth/Day/Year)	ed Date, if y/Year)	3. Transactic Code (Instr. 8)	4. Securities A coor Disposed of (Instr. 3, 4 an	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)				
Common Stock	7/10/2017			A(1)	2,662.407	A	\$ 4.59	78,921.391 $(2) (3)$	D				
Common Or Stock	7/10/2017			P	1,700	A	\$ 5.177	374,507	I	By the Kevan P. Talbot Revocable			

Trust

15,000

Ι

By Pit Stop

Properties,

LLC (4)

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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

Follo Repo Trans (Insti

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	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3) Price of	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	,		Securities		(Instr. 5)	1
Derivative					Securities Acquired			(Instr.	Instr. 3 and 4)		
	Security										1
	·				(A) or						1
					Disposed						
					of (D)						,
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	•	Title	Number		
							Dute		of		
				Code V	$^{\prime}$ (A) (D)				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 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) 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.

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.

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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.

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.