

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.
Form 8-K
January 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 11, 2019

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------|--------------|---------------------|
| Delaware | 001-36401 | 39-1975614 |
| (State or other jurisdiction | (Commission | (IRS Employer |
| of incorporation) | File Number) | Identification No.) |

| | |
|--|------------|
| 7035 South High Tech Drive | |
| Midvale, Utah | 84047 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code (801) 566-6681

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act:

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 11, 2019, the Board of Directors of Sportsman's Warehouse Holdings, Inc. (the "Company") appointed Martha Bejar to serve on the Board of Directors as an independent Class II director, effective February 3, 2019, to serve until the Company's 2019 annual meeting of stockholders and until her successor is duly elected and qualified. The appointment of Ms. Bejar fills a newly created vacancy on the Board of Directors resulting from an increase in the size of the Board of Directors to eight directors. No determination has been made as to any committees of the Board of Directors on which Ms. Bejar may serve.

In connection with her service as a director, Ms. Bejar will receive the Company's standard non-employee director cash and equity compensation, which is described in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 11, 2018. In addition, Ms. Bejar will receive a grant of restricted stock units with a fair market value equal to \$75,000, which will be pro-rated for her time of service on the Board of Directors through the Company's 2019 annual meeting of stockholders.

There is no arrangement or understanding between Ms. Bejar and any other persons pursuant to which Ms. Bejar was appointed as a director, and Ms. Bejar has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure

On January 14, 2019, the Company issued a press release announcing the appointment of Ms. Bejar to the Board of Directors as set forth in Item 5.02 of this Current Report on Form 8-K.

A copy of the press release is furnished as Exhibit 99.1 hereto. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are being filed as part of this report:

=

| Exhibit No. | Description |
|--------------|--------------------------------------|
| Exhibit 99.1 | Press release dated January 14, 2019 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPORTSMAN'S WAREHOUSE HOLDINGS,
INC.

By: /s/ Kevan P. Talbot
Name: Kevan P. Talbot
Title: Secretary and Chief Financial Officer

Date: January 14, 2019
