

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 4

December 23, 2016

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2016

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

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

(Street)

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

MIDVALE, UT 84047

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/20/2016 | | G | V 4,000 D \$0 | 368,807 | I | By the Kevan P. Talbot Revocable Trust |
| Common Stock | 12/22/2016 | | P | 4,000 A \$9.4 | 372,807 | I | By the Kevan P. Talbot Revocable Trust |

| | | | |
|-----------------|-------------------------------------|---|--|
| Common Stock | 34,486.984 <u>(1)</u> <u>(2)</u> | D | |
| Common Stock | 15,000 | I | By Pit Stop Properties, LLC <u>(3)</u> |

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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 12/23/2016
 **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).

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- (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.

Includes 10,849 shares of restricted stock granted by the Issuer to the Reporting Person on April 16, 2016. The restricted stock is subject to performance-based vesting requirements determined with respect to the Issuer's performance during fiscal year 2016. The maximum number of shares subject to the award are reported in the table above and the "target" number of shares subject to the award is two-thirds

- (2) of the maximum number reported. Following the end of the performance period, the number of shares eligible to vest, based on actual performance, will be between zero and the maximum number of shares reported. The shares eligible to vest based on performance will then vest, subject to the Reporting Person's continued employment, as to one-third of such shares following the end of the performance period and as to an additional one-third of such shares on each of the second and third anniversaries of the grant date.

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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