

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 4

December 30, 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 *
Seidler Kutsenda Management Company, LLC

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)
4640 ADMIRALTY WAY, SUITE 1200

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
MARINA DEL REY, CA 90292

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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	12/28/2016		J	4,155,448 (1)	D \$ 0 0	I	See footnote 2 (2)
Common Stock	12/28/2016		J	4,243,863 (3)	D \$ 0 0	I	See footnote 4 (4)
Common Stock	12/28/2016		J	4,969,138 (5)	A \$ 0 4,969,138	I	See footnote 6 (6)

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. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seidler Kutsenda Management Company, LLC 4640 ADMIRALTY WAY, SUITE 1200 MARINA DEL REY, CA 90292	X	X		
New SEP SWH Holdings, L.P. 4640 ADMIRALTY WAY, SUITE 1200 MARINA DEL REY, CA 90292	X	X		
SEP SWH Holdings GP, LLC 4640 ADMIRALTY WAY, SUITE 1200 MARINA DEL REY, CA 90292	X	X		
SEP SWH Holdings, L.P. 4640 ADMIRALTY WAY, SUITE 1200 MARINA DEL REY, CA 90292	X	X		
SEIDLER EQUITY PARTNERS III L P 4640 ADMIRALTY WAY, SUITE 1200 MARINA DEL REY, CA 90292	X	X		

Signatures

Eric Kutsenda 12/28/2016

**Signature of
Reporting Person

Date

Chris Eastland	12/29/2016
<u> </u> Signature of Reporting Person	Date
Chris Eastland	12/28/2016
<u> </u> Signature of Reporting Person	Date
Chris Eastland	12/28/2016
<u> </u> Signature of Reporting Person	Date
Chris Eastland	12/28/2016
<u> </u> 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) SEP SWH Holdings, L.P. conducted a pro rata distribution to its limited partners of all shares of the Issuer's common stock owned by it.
 - (2) Represents the beneficial ownership of shares of the Issuer's common stock owned by SEP SWH Holdings, L.P.
 - (3) New SEP SWH Holdings, L.P. conducted a pro rata distribution to its limited partners of all shares of the Issuer's common stock owned by it
 - (4) Represents the beneficial ownership of shares of the Issuer's common stock owned by New SEP SWH Holdings, L.P.
- As part of the pro rata distribution by SEP SWH Holdings, L.P. and New SEP SWH Holdings, L.P. to their respective limited partners,
- (5) Seidler Equity Partners III, L.P. received 2,493,269 and 2,475,869 shares of the Issuer's common stock, respectively. In prior reports, Seidler Equity Partners III, L.P. reported indirect beneficial ownership of all shares of the Issuer's common stock owned by SEP SWH Holdings, L.P. and New SEP SWH Holdings, L.P.
 - (6) Represents the beneficial ownership of shares of the Issuer's common stock owned by Seidler Equity Partners III, L.P.

Remarks:

Please see Exhibit 99

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.