

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

**SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the
Registrant
Filed by a Party
other than the
Registrant

Check the
appropriate box:

- Preliminary
Proxy
Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive
Proxy
Statement
- Definitive
Additional
Materials
- Soliciting
Material
Under
§240.14a-12

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

Not applicable

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:

 - 2) Aggregate number of securities to which transaction applies:

 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - 4) Proposed maximum aggregate value of transaction:

 - 5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount previously paid:

 - 2) Form, Schedule or Registration Statement No.:

 - 3) Filing Party:

 - 4) Date Filed:



Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945

Sportsman's Warehouse Holdings, Inc.
ANNUAL MEETING OF STOCKHOLDERS
Wednesday, June 3, 2020
8:00 am Mountain Time

Virtual Meeting

Shareholders:

- Go to: <https://web.lumiagm.com/249900014>
- Click on "I have a control number" and enter the EQ control number.
- Enter Meeting Code:
SPORTSMANS2020 (case sensitive).
- Scan code below for mobile voting.

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to be Held on June 3, 2020.**

Notice is hereby given that the Annual Meeting of Stockholders of Sportsman's Warehouse Holdings, Inc. will be held on Wednesday, June 3, 2020 at 8:00 am Mountain Time for holders of record as of April 13, 2020.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Notice, Proxy Statement and 2019 Annual Report are available at <https://proxydocs.com/spwh> and investors.sportsmans.com

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before May 20, 2020 to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

The Board of Directors recommends that you vote FOR each of the nominees in Proposal 1, FOR Proposal 2, FOR Proposal 3 and 1 YEAR for Proposal 4:

1. Election of Directors
NOMINEES: 01 Greg Hickey 02 Jon Barker
2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2020.
3. Approval, on an advisory basis, of our named executive officer compensation.
4. Approval, on an advisory basis, of the frequency of future advisory votes on our named executive officer compensation.

Note: At their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

THIS IS NOT A FORM FOR VOTING

- **INTERNET/MOBILE** – You may use the Internet to vote your proxy 24 hours a day, 7 days a week at www.proxypush.com/spwh.
- Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy. Scan code to the right for mobile voting.
- **TELEPHONE** – To vote by telephone, please call 1-866-883-3382 to vote your proxy 24 hours a day, 7 days a week.
- **MAIL** – You may request a proxy card by following the instructions on the reverse side of this notice.
- **IN PERSON** – You may vote your shares in person by attending the Annual Meeting.

Your Internet vote and voting by telephone authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.



To request paper copies of the proxy materials, which include the proxy card, proxy statement and annual report, please contact us via:



Internet/Mobile – Access the Internet and go to www.investorelections.com/spwh . Follow the instructions to log in, and order copies.



Telephone – Call us free of charge at 1-866-870-3684 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.



Email – Send us an email at paper@investorelections.com with “SPWH Materials Request” in the subject line. The email must include:

- The 11-digit control # located in the box in the upper right hand corner on the front of this notice.
- Your preference to receive printed materials via mail ~~-or-~~ to receive an email with links to the electronic materials.
- If you choose email delivery you must include the email address.
- If you would like this election to apply to delivery of material for all future meetings, write the word “Permanent” and include the last 4 digits of your Tax ID number in the email.

Important Information about the Notice of Proxy Materials

This Notice Regarding the Online Availability of Proxy Materials (Notice) is provided to stockholders in place of the printed materials for the upcoming Stockholder Meeting.

Information about the Notice:

In 2007, the Securities and Exchange Commission adopted a voluntary rule permitting Internet-based delivery of proxy materials. Companies can now send Notices, rather than printed proxy materials to shareholders. This may help lower mailing, printing and storage costs for the company, while minimizing environmental impact. This Notice contains specific information regarding the meeting, proposals and the internet site where the proxy materials may be found.

To view the proxy materials online:

Please refer to the instructions in this Notice on how to access and view the proxy materials online, including the proxy card, annual report and proxy statement.

To receive paper copies of the proxy materials:

Please refer to the instructions in this Notice on how to request hard copies of proxy materials via phone, email or Internet.
