
**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): October 26, 2015

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36401
(Commission
File Number)

39-1975614
(IRS Employer
Identification No.)

7035 South High Tech Drive
Midvale, Utah
(Address of principal executive offices)

84047
(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))
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Item 1.01 Entry into a Material Definitive Agreement.

On October 26, 2015, the underwriters of the previously announced public secondary offering of common stock of Sportsman’s Warehouse Holdings, Inc. (the “Company”) partially exercised their option to purchase additional shares granted at the time of the secondary offering and have purchased an additional 649,022 shares of common stock at the public offering price of \$12.25 per share, less underwriting discounts and commissions, which consists solely of shares sold by affiliates of Seidler Equity Partners III, L.P. The Company did not sell any shares of common stock in the offering and will not receive any proceeds from the offering.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

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

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 5.1	Opinion of O’Melveny & Myers LLP
Exhibit 23.1	Consent of O’Melveny & Myers LLP (included in Exhibit 5.1)

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: Chief Financial Officer and Secretary

Date: October 26, 2015



O'MELVENY & MYERS LLP

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October 26, 2015

Sportsman's Warehouse Holdings, Inc.
7035 South High Tech Drive
Midvale, Utah 84047

Re: Secondary Offering of Shares of Common Stock of Sportsman's Warehouse Holdings, Inc.

Ladies and Gentlemen:

We have acted as special counsel to Sportsman's Warehouse Holdings, Inc., a Delaware corporation (the "Company"), in connection with the sale by certain of the selling stockholders named in the Prospectus Supplement, dated September 24, 2015, to the Base Prospectus, dated July 14, 2015, of 649,022 shares (the "Shares") of the Company's common stock, par value \$0.01 per share ("Common Stock"), in connection with the exercise of an option to purchase additional shares of Common Stock by the underwriters pursuant to an underwriting agreement, dated September 24, 2015, among the Company, SEP SWH Holdings, L.P., New SEP SWH Holdings, L.P., John V. Schaefer and Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co., as representatives of the several underwriters named in Schedule A thereto. The Shares are being offered and sold pursuant to a Registration Statement on Form S-3 (File No. 333-204517), including the amendment thereto (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") on May 29, 2015 and declared effective by the Commission on July 14, 2015.

In rendering the opinion below, we examined originals or copies of those corporate and other records and documents we considered appropriate. We assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with originals of all documents submitted to us as copies.

Based on this examination, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and are validly issued, fully paid and nonassessable.

The law governed by this opinion letter is limited to the present General Corporation Law of the State of Delaware. We express no opinion herein as to any other laws, statutes, regulations or ordinances of any other jurisdiction.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, the prospectus included in the Registration Statement or any prospectus supplement, other than as expressly stated herein with respect to the Securities.

We hereby consent to the use of this opinion as an exhibit to a Current Report on Form 8-K and the incorporation by reference of this opinion as an exhibit to the Registration Statement and to the reference to this firm under the heading "Legal Matters" in the prospectus and prospectus supplement constituting part of the Registration Statement. This opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters. This letter speaks only as of the date hereof and we assume no obligation to update or supplement this opinion to reflect any facts or circumstances that arise after the date of this opinion and come to our attention, or any future changes in laws.

Respectfully submitted,

/s/ O'Melveny & Myers LLP