

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Seidler Kutsenda Management Company, LLC</u> (Last) (First) (Middle) 4640 ADMIRALTY WAY SUITE 1200 (Street) MARINA DEL CA 90292 REY (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SPORTSMAN'S WAREHOUSE HOLDINGS, INC. [SPWH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	05/21/2014		S		519,474 ⁽¹⁾	D	\$9.5	10,908,122 ⁽²⁾	I	See Footnote 2
Common Stock	05/21/2014		S		530,526 ⁽³⁾	D	\$9.5	11,140,211 ⁽⁴⁾	I	See Footnote 4

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
Seidler Kutsenda Management Company, LLC
 (Last) (First) (Middle)
 4640 ADMIRALTY WAY
 SUITE 1200
 (Street)
 MARINA DEL CA 90292
 REY
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SEIDLER EQUITY PARTNERS III L P
 (Last) (First) (Middle)
 C/O SEIDLER KUTSENDA MANAGEMENT COMPANY
 4640 ADMIRALTY WAY, SUITE 1200
 (Street)
 MARINA DEL CA 90292

REY

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEP SWH Holdings GP, LLC](#)

(Last) (First) (Middle)

C/O SEIDLER KUTSENDA MANAGEMENT COMPANY
4640 ADMIRALTY WAY, SUITE 1200

(Street)

MARINA DEL REY CA 90292

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEP SWH Holdings, L.P.](#)

(Last) (First) (Middle)

C/O SEIDLER KUTSENDA MANAGEMENT COMPANY
4640 ADMIRALTY WAY, SUITE 1200

(Street)

MARINA DEL REY CA 90292

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[New SEP SWH Holdings, L.P.](#)

(Last) (First) (Middle)

C/O SEIDLER KUTSENDA MANAGEMENT COMPANY
4640 ADMIRALTY WAY, SUITE 1200

(Street)

MARINA DEL REY CA 90292

(City) (State) (Zip)

Explanation of Responses:

1. Represents shares of the Issuer's common stock sold by SEP SWH Holdings, L.P. in an underwritten public offering completed on May 21, 2014 pursuant to the underwriters' exercise of their over-allotment option.
2. Represents the beneficial ownership of shares of the Issuer's common stock owned by SEP SWH Holdings, L.P.
3. Represents shares of the Issuer's common stock sold by New SEP SWH Holdings, L.P. in an underwritten public offering completed on May 21, 2014 pursuant to the underwriters' exercise of their over-allotment option.
4. Represents the beneficial ownership of shares of the Issuer's common stock owned by New SEP SWH Holdings, L.P.

Remarks:

See Exhibit 99

[Seidler Kutsenda Management Company, LLC, /s/Christopher Eastland, as Attorney-in-Fact](#) [05/21/2014](#)
[Seidler Equity Partners III, L.P., By: SEM III, LLC, its general partner, /s/Christopher Eastland, Vice President](#) [05/21/2014](#)
[SEP SWH Holdings GP, LLC, By: Seidler Equity Partners III, L.P., its sole member, By: SEM III, LLC, its general partner, /s/Christopher Eastland, Vice President](#) [05/21/2014](#)
[New SEP SWH Holdings, L.P., By: SEP SWH Holdings GP, LLC, its general partner, /s/Christopher Eastland, Vice President](#) [05/21/2014](#)
[SEP SWH Holdings, L.P., By: SEP SWH Holdings GP, LLC,](#) [05/21/2014](#)

[its general partner,](#)
[/s/Christopher Eastland, Vice](#)
[President](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Exhibit 99

The amount of securities reported as beneficially owned includes 10,908,122 shares of the Issuer's common stock held of record by SEP SWH Holdings, L.P. ("SEP") and 11,140,211 shares of the Issuer's common stock held of record by New SEP SWH Holdings, L.P. ("New SEP" and together with SEP, the "SEP Funds").

This Form 4 is being filed by (i) Seidler Kutsenda Management Company, LLC ("SKMC"), (ii) Seidler Equity Partners III, L.P. ("SEP III"), (iii) SEP SWH Holdings GP, LLC ("SEP GP"), (iv) SEP, and (v) New SEP (together with SKMC, SEP III, SEP GP, and SEP, the "Reporting Persons"). SEP GP is the general partner of both SEP and New SEP, and SEP III is the sole member of SEP GP. SKMC, as the investment manager of SEP III, has ultimate sole voting and dispositive power over all of the shares owned by the SEP Funds. The Reporting Persons are 10% owners of the Issuer's common stock. The Reporting Persons also may be deemed a director as they have representatives serving on the Issuer's board of directors. Leonard Lee and Christopher Eastland currently serve as representatives of the Reporting Persons on the Issuer's board of directors. Each of SKMC, SEP III and SEP GP may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended to beneficially own the Issuer's common stock reported herein and held by the SEP Funds and each of SKMC, SEP III and SEP GP disclaim beneficial ownership of the shares of the Issuer's common stock reported herein, except to the extent of their respective indirect pecuniary interests therein, if any, in those shares.
