

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>CANNELL CAPITAL LLC</u> (Last) (First) (Middle) <u>245 MERIWETHER CIRCLE</u> (Street) <u>ALTA WY 83414</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/07/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>SPORTSMAN'S WAREHOUSE HOLDINGS, INC. [SPWH]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Sportsmans Warehouse Holdings, Inc. Common Stock	3,749,966	I	By partnerships and separately managed accounts ⁽¹⁾⁽²⁾⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- As of September 7, 2023, Tonga Partners, LP, Tristan Partners, LP, and Tristan Offshore Fund, Ltd., and sundry separately-managed accounts advised by Cannell Capital LLC (collectively the "Cannell Investment Vehicles") owned in the aggregate 3,749,966 shares of the common stock of Sportsmans Warehouse Holdings, Inc.
- Cannell Capital LLC acts as the general partner of and investment adviser to Tonga Partners, LP, and Tristan Partners, L.P. and as the investment adviser to the Tristan Offshore Fund, Ltd and the sundry separately-managed accounts. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. As such, Mr. Cannell possesses sole power to vote and direct the disposition of all securities of Sportsmans Warehouse Holdings, Inc. held by the Cannell Investment Vehicles. Thus, for the purposes of Reg. Section 240.13d-3, as of September 7, 2023, Mr. Cannell beneficially owned 3,749,966 shares. Mr. Cannell's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Cannell Investment Vehicles, if any.
- The Form 10-Q released by Sportsmans Warehouse Holdings, Inc. on September 7, 2023, stated that there were 37,385,485 shares of the companys common stock outstanding as of August 30, 2023. This share count was lower than the 37,688,103 common shares outstanding as of May 31, 2023 as announced on the companys Form 10-Q dated May 31, 2023. The reduction in the number of common shares between May and August 2023 resulted in an increase in the percentage of common shares held by Cannell Investment Vehicles, rising from 9.95% to 10.03% as shown on this Form 3. This increase in Cannell Investment Vehicles ownership percentage was not due to their purchase of additional Sportsmans Warehouse Holdings, Inc. common stock but was instead a byproduct of the reduction in the number of common shares outstanding between the May and August Forms 10-Q.

Stephen C. Wagstaff

09/12/2023

** 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 5 (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.