

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Barker Jon</u> (Last) (First) (Middle) <u>C/O SPORTSMAN'S WAREHOUSE</u> <u>1475 WEST 9000 SOUTH SUITE A</u> (Street) <u>WEST JORDAN UT 84088</u> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2020</u>	
	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	01/09/2020		A	V	2,044.84 ⁽¹⁾	A	\$3.3405	384,144.52 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	D	
Common Stock								21,623 ⁽⁶⁾	D	

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 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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- These shares were acquired under the Sportsman's Warehouse Holdings, Inc. Employee Stock Purchase Plan in a transaction exempt under rule 16b-3
- Includes 50,505 restricted stock units which are scheduled to vest on April 16, 2020, subject to the Reporting Person's continued employment. Each restricted stock unit represents the right to receive one share of the Issuer's common stock.
- Includes 62,797 restricted stock units which are scheduled to vest in equal installments on April 16, 2020 and April 16, 2021, subject to the Reporting Person's continued employment. Each restricted stock unit represents the right to receive one share of the Issuer's common stock.
- Includes 18,839 restricted stock units which are scheduled to vest in equal installments on April 16, 2020, April 16, 2021, and April 16, 2022 subject to the Reporting Person's continued employment. Each restricted stock unit represents the right to receive one share of the Issuer's common stock.
- Includes 136,103 restricted stock units which are scheduled to vest in equal installments on April 16, 2020, April 16, 2021, and April 16, 2022 subject to the Reporting Person's continued employment. Each restricted stock unit represents the right to receive one share of the Issuer's common stock.
- Represents shares of the Issuer's common stock held by Karen Seaman with whom the Reporting Person shares a household. The Reporting Person disclaims beneficial ownership of these shares of the Issuer's common stock, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/s/ Jon Barker

01/13/2020

** 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.