
**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): May 21, 2014

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of Incorporation)

1-36401
(Commission File Number)

39-1975614
(I.R.S. Employer Identification No.)

**7035 South High Tech Drive,
Midvale, Utah**
(Address of Principal Executive Offices)

84047
(Zip Code)

(801) 566-6681
(Registrant's Telephone Number, Including Area Code)

(Not Applicable)
(Former Name or Former Address, if Changed Since Last Report)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 240.425)
 - 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 7.01 Regulation FD Disclosure.

On May 21, 2014, Sportsman's Warehouse Holdings, Inc. (the "Company") issued a press release announcing the closing of the over-allotment option described in Item 8.01 below. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01 Other Events.

On May 21, 2014, the Company announced that the underwriters of its previously announced initial public offering of common stock partially exercised the over-allotment option granted at the time of the initial public offering and have purchased an additional 1,400,000 shares of common stock at the public offering price of \$9.50 per share, less underwriting discounts and commissions, which consists of 350,000 shares sold by the Company and 1,050,000 shares sold by affiliates of Seidler Equity Partners III, L.P.

Including the sale of the additional shares subject to the over-allotment option, the aggregate net proceeds to the Company, after deducting underwriting discounts and commissions and estimated offering expenses, is expected to be approximately \$73.4 million.

The Company used all of the \$70.3 million of net proceeds from the initial public offering to repay amounts outstanding under its term loans. The Company intends to use the additional net proceeds for general corporate purposes, which may include the repayment of additional amounts outstanding under its term loans.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press release issued by Sportsman's Warehouse Holdings, Inc. on May 21, 2014, announcing the partial exercise of the over-allotment option.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Date: May 21, 2014

By: /s/ Kevan P. Talbot
Kevan P. Talbot
Chief Financial Officer and Secretary



Sportsman's Warehouse Holdings, Inc. Announces Exercise of Over-Allotment Option

MIDVALE, UT, May 21, 2014 — Sportsman's Warehouse Holdings, Inc. (NASDAQ:SPWH) ("Sportsman's") today announced that the underwriters of its previously announced initial public offering of common stock partially exercised the over-allotment option granted at the time of the initial public offering and have purchased an additional 1,400,000 shares of common stock at the public offering price of \$9.50 per share, less underwriting discounts and commissions, which consists of 350,000 shares sold by Sportsman's and 1,050,000 shares sold by affiliates of Seidler Equity Partners III, L.P.

Including the sale of the additional shares subject to the over-allotment option, the aggregate net proceeds to Sportsman's, after deducting underwriting discounts and commissions and our estimated offering expenses, is expected to be approximately \$73.4 million.

Sportsman's used all of the \$70.3 million of net proceeds from the initial public offering to repay amounts outstanding under its term loans. Sportsman's intends to use the additional net proceeds for general corporate purposes, which may include the repayment of additional amounts outstanding under its term loans.

Credit Suisse and Goldman, Sachs & Co. acted as joint book-running managers and the representatives of the underwriters. Robert W. Baird & Co. Incorporated, William Blair & Company, L.L.C., Piper Jaffray & Co., Wells Fargo Securities and D.A. Davidson & Co. acted as co-managers.

The offering was made only by means of a prospectus forming part of a registration statement relating to the offering declared effective by the U.S. Securities and Exchange Commission on April 16, 2014. A copy of the final prospectus relating to the offering may be obtained by mail from the Credit Suisse Securities (USA) LLC Prospectus Department, One Madison Avenue, New York, NY 10010, telephone: 1-800-221-1037 or by emailing newyork.prospectus@credit-suisse.com, or from the offices of Goldman, Sachs & Co., Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing prospectus-ny@ny.email.gs.com.

This press release does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Sportsman's

Sportsman's Warehouse is a high-growth outdoor sporting goods retailer focused on meeting the everyday needs of the seasoned outdoor veteran, the first-time participant and every enthusiast in between. Our mission is to provide a one-stop shopping experience that equips our customers with the right hunting, shooting, fishing and camping gear to maximize their enjoyment of the outdoors.

Contact

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