

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>Seidler Kutsenda Management Company, LLC</u> (Last) (First) (Middle) 4640 ADMIRALTY WAY, SUITE 1200 (Street) MARINA DEL REY CA 90292 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/16/2014	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) <input checked="" type="checkbox"/> 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 type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)
Common Stock	13,489,000 ⁽¹⁾	D	
Common Stock	13,776,000 ⁽²⁾	D	

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			

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

1. Name and Address of Reporting Person*
SEIDLER EQUITY PARTNERS III L P
 (Last) (First) (Middle)
 4640 ADMIRALTY WAY, SUITE 1200
 (Street)
 MARINA DEL REY CA 90292
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SEP SWH Holdings GP, LLC
 (Last) (First) (Middle)
 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)

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)

4640 ADMIRALTY WAY, SUITE 1200

(Street)

MARINA DEL REY CA 90292

(City) (State) (Zip)

Explanation of Responses:

- 1. The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by SEP SWH Holdings, L.P.
2. The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by New SEP SWH Holdings, L.P.

Remarks:

Please see Exhibit 99 Exhibit List: Exhibit 99 Exhibit 24.1 - Power of Attorney Exhibit 24.2 - Power of Attorney

Seidler Kutsenda Management Company, LLC, /s/ Christopher Eastland, as Attorney-in-Fact
Seidler Equity Partners III, L.P., By: SEM III, LLC, its general partner, /s/ Christopher Eastland, Vice President
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
New SEP SWH Holdings, L.P., By: SEP SWH Holdings GP, LLC, its general partner, /s/ Christopher Eastland, Vice President
SEP SWH Holdings, L.P., By: SEP SWH Holdings GP, LLC, 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 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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of John V. Schaefer, Kevan P. Talbot and Tania D. Moayed, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Sportsman's Warehouse Holdings, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such forms with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of April, 2014.

Seidler Equity Partners III, L.P.
By: SEM III, LLC, its general partner

By: /s/ Christopher Eastland

Name: Christopher Eastland
Title: Vice President

SEP SWH Holdings GP, LLC
By: Seidler Equity Partners III, L.P.,
its sole member
By: SEM III, LLC, its general partner

By: /s/ Christopher Eastland

Name: Christopher Eastland
Title: Vice President

New SEP SWH Holdings, L.P.
By: SEP SWH Holdings GP, LLC,
its general partner

By: /s/ Christopher Eastland

Name: Christopher Eastland
Title: Vice President

SEP SWH Holdings, L.P.
By: SEP SWH Holdings GP, LLC,
its general partner

By: /s/ Christopher Eastland

Name: Christopher Eastland
Title: Vice President

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of John V. Schaefer, Kevan P. Talbot, Christopher Eastland and Tania D. Moayedi, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Sportsman's Warehouse Holdings, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such forms with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of April, 2014.

Seidler Kutsenda Management Company, LLC

By: /s/ Eric Kutsenda

Name: Eric Kutsenda
Title: Vice President

The amount of securities reported as beneficially owned includes 13,489,000 shares of the Issuer's common stock held of record by SEP SWH Holdings, L.P. ("SEP") and 13,776,000 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 3 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.