

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Sportsman’s Warehouse Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

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

**Sportsman’s Warehouse Holdings, Inc.**  
**1475 West 9000 South, Suite A, West Jordan, Utah 84088**  
(Address of Principal Executive Offices) (Zip Code)

**Sportsman’s Warehouse Holdings, Inc. Second Amended and Restated 2019 Performance Incentive Plan**  
(Full title of the plan)

**Jennifer Fall Jung**  
**Chief Financial Officer and Secretary**  
**1475 West 9000 South, Suite A,**  
**West Jordan, Utah 84088**  
(Name and address of agent for service)

**(801) 566-6681**  
(Telephone number, including area code, of agent for service)

*Copy to:*  
**John-Paul Motley**  
**Logan Tiari**  
**Cooley LLP**  
**350 South Grand Avenue, Suite 3200**  
**Los Angeles, California 90071**  
**(213) 561-3250**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Sportsman’s Warehouse Holdings, Inc. (the “**Registrant**”) to register an additional 1,928,000 shares of the Registrant’s common stock, par value \$0.01 per share (the “**Common Stock**”), pursuant to the Registrant’s Second Amended and Restated 2019 Performance Incentive Plan (as amended, the “**2019 Plan**”).

The Registrant previously registered shares of its Common Stock for issuance under the 2019 Plan on Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “**Commission**”) on August 30, 2019 (File No. 333-233569) and June 5, 2024 (File No. 333-279974) and Post-Effective Amendments to Form S-8 filed with the Commission on August 30, 2019 (File No. 333-195338) and June 5, 2024 (File No. 333-275199) (collectively, the “**Prior Registration Statements**”). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are hereby incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission, are incorporated by reference into this Registration Statement:

- (i) the Registrant's Annual Report on Form 10-K for the year ended January 31, 2026, filed with the SEC on [March 31, 2026](#);
- (ii) the Registrant's Quarterly Report on Form 10-Q for the quarter ended May 2, 2026, filed with the SEC on [June 2, 2026](#);
- (iii) the information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2026 from the Registrant's Definitive Proxy Statement on Schedule 14A for its 2026 Annual Meeting of Stockholders (filed with the SEC on [April 14, 2026](#)); and
- (iv) the description of the Registrant's Common Stock that is contained in the Registrant's Registration Statement on Form 8-A (File No. 001-36401), filed with the Commission under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), on [April 7, 2014](#), as updated by the description of the Registrant's common stock contained in the Company's Annual Report on Form 10-K for the year ended February 3, 2024, filed with the SEC on [April 4, 2024](#).

In addition, all documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items), after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in the documents incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified, superseded, or replaced for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference in this Registration Statement modifies, supersedes, or replaces such statement. Any such statement so modified, superseded or replaced shall not be deemed, except as so modified, superseded or replaced, to constitute a part of this Registration Statement.

#### Item 8. Exhibits.

Exhibit Number	Description of Exhibit
5.1*	<a href="#">Opinion of Cooley LLP</a>
23.1*	<a href="#">Consent of Grant Thornton LLP, independent registered public accounting firm</a>
23.2*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1)</a>
24.1*	Power of Attorney (included on the signature page)
99.1	<a href="#">Sportsman's Warehouse Holdings, Inc.'s Second Amended and Restated 2019 Performance Incentive Plan (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed on May 28, 2026)</a>
107*	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Jordan, State of Utah, on June 2, 2026.

### SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

By: /s/ Jennifer Fall Jung  
Jennifer Fall Jung  
Chief Financial Officer and Secretary

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Paul Stone and Jennifer Fall Jung, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Paul Stone</u> Paul Stone	President and Chief Executive Officer (Principal Executive Officer)	June 2, 2026
<u>/s/ Jennifer Fall Jung</u> Jennifer Fall Jung	Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	June 2, 2026
<u>/s/ Richard McBee</u> Richard McBee	Chair of the Board and Director	June 2, 2026
<u>/s/ Martha Bejar</u> Martha Bejar	Director	June 2, 2026
<u>/s/ Michael Tucci</u> Michael Tucci	Director	June 2, 2026
<u>/s/ Steven Sansom</u> Steven Sansom	Director	June 2, 2026
<u>/s/ Nancy Walsh</u> Nancy Walsh	Director	June 2, 2026



John-Paul Motley  
+1 213 561 3250  
jpmotley@cooley.com

June 2, 2026

Sportsman's Warehouse Holdings, Inc.  
1475 West 9000 South, Suite A  
West Jordan, Utah 84088

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Sportsman's Warehouse Holdings, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 1,928,000 shares (the "**Shares**") of its common stock, par value \$0.01 per share, issuable pursuant to the Company's Second Amended and Restated 2019 Performance Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plan and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed solely with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.



Page 2

Sincerely,

COOLEY LLP

By: /s/ John-Paul Motley  
John-Paul Motley

Cooley LLP 350 S. Grand Avenue Suite 3200 Los Angeles, CA 90071  
t: +1 213 561 3250 f: +1 213 561 3244 cooley.com

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated March 31, 2026 with respect to the consolidated financial statements and internal control over financial reporting of Sportsman's Warehouse Holdings, Inc. included in the Annual Report on Form 10-K for the year ended January 31, 2026, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Salt Lake City, Utah

June 2, 2026

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**CALCULATION OF FILING FEE TABLES**

**FORM S-8**

**SPORTSMAN'S WAREHOUSE HOLDINGS, INC.**

**Table 1: Newly Registered Securities**

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	
1	Equity	Common Stock, par value \$0.01 per share	Other	1,928,000 <sup>(2)</sup>	\$1.32 <sup>(3)</sup>	\$2,544,960	0.0001381	\$351.46	
	Total Offering Amounts:						\$2,544,960		\$351.46
	Total Fee Offsets:								\$ 0.00
	Net Fee Due:								\$351.46

**Offering Note**

<sup>1</sup> (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this registration statement shall also cover any additional shares of common stock of Sportsman’s Warehouse Holdings, Inc. (the “Registrant”) that become issuable under the Registrant’s Second Amended and Restated 2019 Performance Incentive Plan (the “2019 Plan”) set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock, as applicable.

(2) Represents 1,928,000 additional shares of common stock reserved for issuance under the 2019 Plan.

(3) Pursuant to Rule 457(h), the registration fee was computed based upon \$1.32, which is the average of the high and low selling prices of the Registrant's common stock as reported on The Nasdaq Stock Market LLC on May 28, 2026, which date is within five business days prior to the filing of this registration statement.

**Table 2: Fee Offset Claims and Sources**     **Not Applicable**

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
<b>Rule 457(p)</b>											
Fee Offset Claims											
Fee Offset Sources											

