

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>Talbot Kevan P</u> (Last) (First) (Middle) <u>C/O SPORTSMAN'S WAREHOUSE</u> <u>7035 HIGH TECH DRIVE</u> (Street) <u>MIDVALE UT 84047</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO & Secretary
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/04/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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								372,807	I	By the Kevan P. Talbot Revocable Trust
Common Stock	04/05/2017		D		5,425 ⁽²⁾	D	\$0.00	29,061.984 ⁽¹⁾	D	
Common Stock								15,000	I	By Pit Stop Properties, LLC ⁽³⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Includes 21,700 shares of restricted stock, which are scheduled to vest as to onethirdof the shares awarded on each of the first, second and third anniversaries of the April 16, 2016 grant date, subject to the Reporting Person's continued employment.
- Represents a forfeiture of 5,425, or 50% of the maximum 10,849, performance-based restricted stock awards previously granted to the Reporting Person on April 16, 2016. The Reporting Person previously reported the grant of the maximum number of 10,849 shares of restricted stock that were subject to performance-based vesting requirements determined with respect to the Issuer's performance during fiscal year 2016. On April 4, 2017, the Compensation Committee of the Board of Directors of the Issuer determined that the number of shares eligible to vest for such restricted stock award, based on actual performance of the Issuer, was 50% of the maximum number of shares previously reported. Of the remaining 5,424 shares eligible to vest based on performance, 1,808 shares will vest on April 16, 2017 and 1,808 shares will vest, subject to the Reporting Person's continued employment, on each of April 16, 2018 and April 16, 2019.
- The Reporting Person, through his revocable trust, and his wife, through her revocable trust, are the sole general members of Pit Stop Properties, LLC (the "LLC"). The Reporting Person, his wifeand four additional individuals have investor member interests in the LLC. The Reporting Person disclaims beneficial ownership of the common stock of the Issuer held by the LLC except to the extent of his pecuniary interest.

Kevan P Talbot 04/04/2017

** 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.