Talbot Kevan P Form 4 April 20, 2018

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average burden hours per

10% Owner

0.5

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Director

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

SPORTSMAN'S WAREHOUSE

HOLDINGS, INC. [SPWH]

3. Date of Earliest Transaction

Symbol

1(b).

(Print or Type Responses)

Talbot Kevan P

(Last)

1. Name and Address of Reporting Person \*

(First)

(Middle)

C/O SPORT WAREHOU DRIVE	04/19/2	(Month/Day/Year) 04/19/2018				_X_ Officer (give title Other (specify below) CFO & Secretary					
MIDVALE,		endment, Date onth/Day/Year)		l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(Zip) Tol						Person				
Table 1 - Non-Derivative Securities Acquired, Disposed of, of Beneficiary Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (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)			
Common Stock	04/19/2018		F	10,114 (1)	D	\$ 4.99	81,026.391 (2) (3) (4)	D			
Common Stock							374,507	I	By the Kevan P. Talbot Revocable Trust		
Common Stock							15,000	I	By Pit Stop Properties, LLC (5)		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**SEC 1474** (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivative			Securities		(Instr. 5)	]
		Derivative			Securities		(I			3 and 4)		(
Security					Acquired						J	
						(A) or						J
						Disposed						7
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date		Title Number of			
							Exercisable					
					Code V	(A) (D)				Shares		
					Code V	(II)				Dilaics		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Talbot Kevan P C/O SPORTSMAN'S WAREHOUSE 7035 HIGH TECH DRIVE MIDVALE, UT 84047

**CFO & Secretary** 

### **Signatures**

Kevan P Talbot 04/19/2018 \*\*Signature of Date

Reporting Person

# **Explanation of Responses:**

- 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).
- Represents shares withheld by the Issuer in accordance with Rule 16b-3 to satisfy tax withholding obligations in connection with the vesting of restricted stock units previously granted to the Reporting Person
- Includes 12,219 shares of restricted stock, which are scheduled to vest in equal installments on April 16, 2019, April 16, 2020 and April **(2)** 16, 2021, subject to the Reporting Person's continued employment.
- Includes 9,041 shares of restricted stock, which are scheduled to on April 16, 2019, subject to the Reporting Person's continued (3)employment.

**(4)** 

Reporting Owners 2

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Includes 33,333 restricted stock units, which are scheduled to vest in equal installments on April 16, 2019 and 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.

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 ReportingPerson, his wife and four additional individuals have investor member interests in the LLC. The Reporting Person disclaims beneficial ownership of the common stock of the Issuerheld by the LLC except to the extent of his pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.