## 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): January 11, 2019

# SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 001-36401 (Commission File Number) 39-1975614 (IRS Employer Identification No.)

7035 South High Tech Drive Midvale, Utah (Address of principal executive offices)

84047 (Zip Code)

Registrant's telephone number, including area code (801) 566-6681

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 (see General Instruction A.2 below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Dere-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Dere-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company imes

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 13(a) of the Exchange Act:  $\Box \boxtimes$ 

#### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 11, 2019, the Board of Directors of Sportsman's Warehouse Holdings, Inc. (the "Company") appointed Martha Bejar to serve on the Board of Directors as an independent Class II director, effective February 3, 2019, to serve until the Company's 2019 annual meeting of stockholders and until her successor is duly elected and qualified. The appointment of Ms. Bejar fills a newly created vacancy on the Board of Directors resulting from an increase in the size of the Board of Directors to eight directors. No determination has been made as to any committees of the Board of Directors on which Ms. Bejar may serve.

In connection with her service as a director, Ms. Bejar will receive the Company's standard non-employee director cash and equity compensation, which is described in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 11, 2018. In addition, Ms. Bejar will receive a grant of restricted stock units with a fair market value equal to \$75,000, which will be pro-rated for her time of service on the Board of Directors through the Company's 2019 annual meeting of stockholders.

There is no arrangement or understanding between Ms. Bejar and any other persons pursuant to which Ms. Bejar was appointed as a director, and Ms. Bejar has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

#### Item 7.01 Regulation FD Disclosure

On January 14, 2019, the Company issued a press release announcing the appointment of Ms. Bejar to the Board of Directors as set forth in Item 5.02 of this Current Report on Form 8-K.

A copy of the press release is furnished as Exhibit 99.1 hereto. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company whether made before or after the date hereof, regardless of any general incorporation language in such filing.

#### Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are being filed as part of this report:

Exhibit No.DescriptionExhibit 99.1Press release dated January 14, 2019

#### SIGNATURES

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

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

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

Date: January 14, 2019



### Sportsman's Warehouse Holdings, Inc. Appoints Martha Bejar to Its Board of Directors

MIDVALE, Utah, January 14, 2019-Sportsman's Warehouse Holdings, Inc. ("Sportsman's" or the "Company") (Nasdaq:SPWH) today announced that Martha Bejar has been appointed to the Company's Board of Directors, effective February 3, 2019. Following her appointment, the Board will include eight members.

Chris Eastland, Chairman of the Board of Directors and Partner at Seidler Equity Partners, stated, "We are excited to welcome someone of Martha's caliber to the Board of Directors. Martha brings to the Board important, relevant skills and significant technology expertise in areas of increasing importance to Sportsman's and which we expect will prove valuable as we look to execute on the Company's near and long-term strategies."

Jon Barker, Chief Executive Officer, said, "Martha is joining our Board at an exciting time as we continue to drive our omni-channel strategy and work to increase customer engagement across all shopping channels. Martha complements our Board of Directors' skills and experience and we are confident she will provide valuable perspectives as we continue to execute on our strategy. We look forward to her contributions to the Board."

Ms. Bejar commented, "My family and I have strong ties to everything outdoors, and I am honored to have been appointed as a Board member at Sportsman's Warehouse. I look forward to working with our Board, our shareholders and our employees to give our customers an exceptional experience."

Martha currently serves as the co-Founder of Red Bison Advisory Group, LLC, a telecommunications and technology advisory firm founded in early 2014. Most recently Martha served as CEO and Director of Unium Inc., a WiFi software solution provider, from March 2017 to March 2018. In March 2018, she closed on the sale of Unium to Nokia Corp. Prior to her time at Unium, Martha was CEO/Director at Flow Mobile Inc., a broadband wireless access solution provider, from January 2012 to December 2015. Prior to joining Flow Mobile, Martha was Chairperson/CEO of Wipro Infocrossing Cloud Computing Services (A Wipro Company). Prior to Wipro, Martha was with Microsoft Corp., where she was the Corporate Vice President for the Communications Sector.

In addition to serving on the Board of Directors of Red Bison Advisory Group, LLC, she also serves on the Board of CenturyLink Inc. (NYSE: CTL), CommVault Systems, Inc. (NSDQ: CVLT), and Rainer Scholars, and is a member of the Presidents Advisory Group at EastWest Institute.

Ms. Bejar received an Advanced Management Program degree from Harvard University Business School. She graduated with a Bachelor of Science degree in Industrial Engineering from the University of Miami and also holds an MBA from Nova Southeastern University.

#### About Sportsman's Warehouse Holdings, Inc.

Sportsman's Warehouse is an 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 quality, brand name hunting, shooting, fishing and camping gear to maximize their enjoyment of the outdoors.

#### Forward-Looking Statements

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 as contained in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements in this release include, but are not limited to, statements regarding our ability to execute on our near and long-term strategy. Investors can identify these statements by the fact that they use words such as "continue", "expect", "may", "opportunity", "plan", "future", "ahead" and similar terms and phrases. The Company cannot assure investors that future developments affecting the Company will be those that it has anticipated. Actual results may differ materially from these expectations due to risks relating to the Company's retail-based business model, general economic conditions and consumer spending, the Company's concentration of stores in the Western United States, competition in the outdoor activities and sporting goods market, changes in consumer demands, the Company's expansion into new markets and planned growth, current and future government regulations, risks related to the Company's continued retention of its key management, the Company's distribution center, quality or safety concerns about the Company's merchandise, events that may affect the Company's vendors, trade restrictions, and other factors that are set forth in the Company's filings with the SEC, including under the caption "Risk Factors" in the Company's Form 10-K for the fiscal year ended February 3, 2018 which was filed with the SEC on March 29, 2018 and the Company's other public filings made with the SEC and available at www.sec.gov. If one or more of these risks or uncertainties materialize, or if any of the Company's assumptions prove incorrect, the Company's actual results may vary in material respects from those projected in these forward-looking statements. Any forward-looking statement made by the Company in this release speaks only as of the date on which the Company makes it. Factors or events that could cause the Company's actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

For press releases and certain additional information about the Company, visit the Investor Relations section of the Company's website at www.sportsmanswarehouse.com.

#### **Investor Contact:**

ICR, Inc.

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