

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 CA 90292 REY  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2018	
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	08/27/2018		S		67,000 <sup>(1)</sup>	D	\$5.9028 <sup>(2)</sup>	533,000	I	See footnote 3 and 4 <sup>(3)(4)</sup>
Common Stock	08/28/2018		S		133,000 <sup>(5)</sup>	D	\$5.7367 <sup>(6)</sup>	400,000	I	See footnote 3 and 4 <sup>(3)(4)</sup>
Common Stock	08/29/2018		S		400,000 <sup>(7)</sup>	D	\$5.8401 <sup>(8)</sup>	0	I	See footnote 3 and 4 <sup>(3)(4)</sup>

**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					

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)

**Explanation of Responses:**

1. Includes 62,550 shares of the Issuer's common stock sold by Seidler Equity Partners III, L.P. ("SEP III") and 4,450 shares of the Issuer's common stock sold by SK Capital Holdings. L.P. ("SK Capital"). The shares were sold pursuant to a Rule 10b5-1 plan previously entered into by SEP III and SK Capital.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.73 to \$6.135, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
3. Represents the total beneficial ownership of shares of the Issuer's common stock owned by SEP III and SK Capital. SEM III, LLC ("SEM III") is the general partner of SEP III and Omnibus GP, LLC ("Omnibus GP") is the general partner of SK Capital. In addition, Seidler Kutsenda Management Company, LLC ("SKMC") serves as the investment manager of SEP III. SEM III and Omnibus GP, as the general partners of SEP III and SK Capital, respectively, have ultimate voting and dispositive power over all of the shares owned by SEP III and SK Capital, respectively. SEM III and SKMC may be deemed, pursuant to Rule 13d-3 under the Exchange Act to beneficially own the common stock held by SEP III, and Omnibus GP may be deemed, pursuant to Rule 13d-3 under the Exchange Act to beneficially own the common stock held by SK Capital. SEM III, Omnibus GP and SKMC disclaim beneficial ownership of the shares of common stock held by SEP III and SK Capital, as applicable, except to the extent of their indirect...
4. ...pecuniary interests, if any, in those shares. Mr. Christopher Eastland, a member of the issuer's Board of Directors since August 2009, is an officer of SK Capital and SEM III.
5. Includes 124,167 shares of the Issuer's common stock sold by SEP III and 8,833 shares of the Issuer's common stock sold by SK Capital Holdings. L.P. ("SK Capital"). The shares were sold pursuant to a Rule 10b5-1 plan previously entered into by SEP III and SK Capital.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.69 to \$5.79, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
7. Includes 373,434 shares of the Issuer's common stock sold by SEP III and 26,566 shares of the Issuer's common stock sold by SK Capital Holdings. L.P. ("SK Capital"). The shares were sold pursuant to a Rule 10b5-1 plan previously entered into by SEP III and SK Capital.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.80 to \$6.00, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

**Remarks:**

Director by deputization

[Eric Kutsenda](#) 08/29/2018

[Chris Eastland](#) 08/29/2018

\*\* 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.

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