MARINA DEL

REY

CA

90292

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).
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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

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average burden						

hours per response:	0.5

1. Name and Address of Reporting Person [*] Seidler Kutsenda Management Company, LLC					SI	2. Issuer Name and Ticker or Trading Symbol <u>SPORTSMAN'S WAREHOUSE</u> <u>HOLDINGS, INC.</u> [SPWH]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify				
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 08/16/2018									below		below		
(Street) MARINA DEL CA 90292 REY (City) (State) (Zip)				- 4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person					
		Tab	le I - N	Ion-Deriv	vative	e Se	curitie	s Ac	quire	d, D	isposed o	f, or B	enefic	cially	Owne	ed		
1. Title of S	Security (Inst	r. 3)		2. Transac Date (Month/Da		on 2A. Deem Executior Year) if any		ution Date,		action Instr.		Acquired (A) or (D) (Instr. 3, 4 an		d 5) Secu Bene		icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
										v	Amount	(A) or (D)	Price		Transa	action(s) . 3 and 4)		(
Common	Common Stock 08/2				2018				S		20,000 ⁽¹⁾	D	\$5.2	\$5.2032 ⁽²⁾		20,000	Ι	See footnote 3 and 4 ⁽³⁾ (4)
Common Stock 08/17/2				2018	18			s		20,000 ⁽⁵⁾	D	\$5.2	\$5.2641 ⁽⁶⁾		00,000	Ι	See footnote 3 and 4 ⁽³⁾ (4)	
		Та	able II								posed of, o				wned			
				(e.g., p	uts, o	calls	s, warr	ants	, optie	ons,	convertib		unues	5)				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any		4. Trans Code 8)	actior	5. Nu n of	mber rative rities ired r osed) . 3, 4	6. Dat	e Exer ation D	cisable and Date	7. Title Amoun Securit Underly Derivat	and t of ies /ing	8. Pi Deri Seci (Inst		9. Number o derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execut if any	emed tion Date,	4. Trans Code	actior (Instr	5. Nu n of C. Deriv Secu Acqu (A) of Dispo of (D) (Instr	mber rative rities ired r osed) . 3, 4	6. Dat Expira	e Exer ation I h/Day/	ccisable and late Year) Expiration	7. Title Amoun Securit Underly Derivat Securit	and t of ies ⁄ing ive	8. Pr Deri Sect (Inst 3 t	vative urity	derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership
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(City) (State) (Zip)

Explanation of Responses:

1. Includes 18,672 shares of the Issuer's common stock sold by Seidler Equity Partners III, L.P. ("SEP III") and 1,328 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 \$5.20 to \$5.215, 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 18,672 shares of the Issuer's common stock sold by SEP III and 1,328 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 \$5.25 to \$5.28, 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

	<u>Eric Kutsenda</u>	<u>08/20/2018</u>
	Chris Eastland	08/20/2018
	** Signature of Reporting Person	Date
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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.