
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended November 3, 2018
- OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
Commission File Number: 001-36401

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

39-1975614
(I.R.S. 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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically on its corporate Web site, if any, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
	<input type="checkbox"/>		<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
	<input type="checkbox"/>		<input type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		<input type="checkbox"/>

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:

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 29, 2018, the registrant had 42,938,385 shares of common stock, \$0.01 par value per share, outstanding.

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

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We operate on a fiscal calendar that, in a given fiscal year, consists of the 52- or 53-week period ending on the Saturday closest to January 31st. Our fiscal third quarters ended November 3, 2018 and October 28, 2017, both consisted of 13 weeks and are referred to herein as the third quarter of fiscal year 2018 and the third quarter of fiscal year 2017, respectively. Fiscal year 2018 contains 52 weeks of operations and will end on February 2, 2019. Fiscal year 2017 contained 53 weeks of operations ended on February 3, 2018.

References throughout this document to “Sportsman’s Warehouse,” “we,” “us,” and “our” refer to Sportsman’s Warehouse Holdings, Inc. and its subsidiaries, and references to “Holdings” refer to Sportsman’s Warehouse Holdings, Inc. excluding its subsidiaries.

STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “10-Q”) contains statements that constitute forward-looking statements as that term is defined by the Private Securities Litigation Reform Act of 1995. These statements concern our business, operations and financial performance and condition as well as our plans, objectives and expectations for our business operations and financial performance and condition, which are subject to risks and uncertainties. All statements other than statements of historical fact included in this 10-Q are forward-looking statements. These statements may include words such as “aim,” “anticipate,” “assume,” “believe,” “can have,” “could,” “due,” “estimate,” “expect,” “goal,” “intend,” “likely,” “may,” “objective,” “plan,” “potential,” “positioned,” “predict,” “should,” “target,” “will,” “would” and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events or trends. For example, all statements we make relating to our plans and objectives for future operations, growth or initiatives and strategies are forward-looking statements.

These forward-looking statements are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate and our management’s beliefs and assumptions. We derive many of our forward-looking statements from our own operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that predicting the impact of known factors is very difficult, and we cannot anticipate all factors that could affect our actual results.

All of our forward-looking statements are subject to risks and uncertainties that may cause our actual results to differ materially from our expectations. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to:

- our retail-based business model is impacted by general economic conditions and economic and financial uncertainties may cause a decline in consumer spending;
- current and future government regulations, in particular regulations relating to the sale of firearms and ammunition, may impact the supply and demand for our products and our ability to conduct our business;
- our concentration of stores in the Western United States makes us susceptible to adverse conditions in this region, which could affect our sales and cause our operating results to suffer;
- we operate in a highly fragmented and competitive industry and may face increased competition;
- we may not be able to anticipate, identify and respond to changes in consumer demands, including regional preferences, in a timely manner; and
- we may not be successful in operating our stores in any existing or new markets into which we expand.

The above is not a complete list of factors or events that could cause actual results to differ from our expectations, and we cannot predict all of them. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements disclosed under “Part I. Item 1A. Risk Factors,” appearing in our Annual Report on Form 10-K for the fiscal year ended February 3, 2018 and “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this 10-Q, as such disclosures may be amended, supplemented or superseded from time to time by other reports we file with the Securities and Exchange Commission, including subsequent Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, and public communications. You should evaluate all forward-looking statements made in this 10-Q and otherwise in the context of these risks and uncertainties.

Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on any forward-looking statements we make. These forward-looking statements speak only as of the date of this 10-Q and are not guarantees of future performance or developments and involve known and unknown risks, uncertainties and other factors that are in many cases beyond our control. Except as required by law, we undertake no obligation to update or revise any forward-looking statements publicly, whether as a result of new information, future developments or otherwise.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
Amounts in Thousands, Except Per Share Data
(unaudited)

	November 3, 2018	February 3, 2018
Assets		
Current assets:		
Cash	\$ 1,892	1,769
Accounts receivable, net	419	319
Merchandise inventories	369,057	270,594
Income tax receivable	1,617	—
Prepaid expenses and other	12,092	8,073
Total current assets	385,077	280,755
Property and equipment, net	93,273	94,035
Deferred income taxes	1,517	4,595
Definite lived intangibles, net	252	276
Total assets	\$ 480,119	379,661
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 91,511	36,788
Accrued expenses	55,664	50,602
Income taxes payable	—	2,586
Revolving line of credit	181,566	59,992
Current portion of long-term debt, net of discount and debt issuance costs	7,915	990
Current portion of deferred rent	5,033	4,593
Total current liabilities	341,689	155,551
Long-term liabilities:		
Long-term debt, net of discount, debt issuance costs, and current portion	29,696	132,349
Deferred rent, noncurrent	41,244	41,963
Total long-term liabilities	70,940	174,312
Total liabilities	412,629	329,863
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$.01 par value; 20,000 shares authorized; 0 shares issued and outstanding	—	—
Common stock, \$.01 par value; 100,000 shares authorized; 42,938 and 42,617 shares issued and outstanding, respectively	429	426
Additional paid-in capital	84,131	82,197
Accumulated deficit	(17,070)	(32,825)
Total stockholders' equity	67,490	49,798
Total liabilities and stockholders' equity	\$ 480,119	379,661

The accompanying notes are an integral part of these condensed consolidated financial statements.

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
Amounts in Thousands Except Per Share Data
(unaudited)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Net sales	\$ 223,099	\$ 218,115	\$ 606,447	\$ 566,506
Cost of goods sold	145,518	141,152	401,022	372,310
Gross profit	<u>77,581</u>	<u>76,963</u>	<u>205,425</u>	<u>194,196</u>
Selling, general, and administrative expenses	60,070	57,443	178,374	164,207
Income from operations	17,511	19,520	27,051	29,989
Interest expense	(2,633)	(3,494)	(10,524)	(10,081)
Income before income taxes	14,878	16,026	16,527	19,908
Income tax expense	2,480	6,218	3,406	8,053
Net income	<u>\$ 12,398</u>	<u>\$ 9,808</u>	<u>\$ 13,121</u>	<u>\$ 11,855</u>
Income per share:				
Basic	\$ 0.29	\$ 0.23	\$ 0.31	\$ 0.28
Diluted	<u>\$ 0.29</u>	<u>\$ 0.23</u>	<u>\$ 0.31</u>	<u>\$ 0.28</u>
Weighted average shares outstanding:				
Basic	42,938	42,576	42,854	42,464
Diluted	<u>43,094</u>	<u>42,611</u>	<u>42,937</u>	<u>42,501</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 Amounts in Thousands
 (unaudited)

	Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017
Cash flows from operating activities:		
Net Income	\$ 13,121	\$ 11,855
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation of property and equipment	13,317	11,551
Amortization and write-off of discount on debt and deferred financing fees	1,959	534
Amortization of definite lived intangible	283	1,355
Change in deferred rent	(280)	8,284
(Gain) Loss on asset dispositions	30	(14)
Deferred income taxes	2,194	612
Stock-based compensation	2,435	1,437
Change in operating assets and liabilities:		
Accounts receivable, net	(100)	7
Merchandise inventories	(98,463)	(72,037)
Prepaid expenses and other	(2,195)	3,202
Accounts payable	55,204	40,638
Accrued expenses	2,277	(2,078)
Income taxes payable and receivable	(4,203)	2,231
Net cash (used in) provided by operating activities	<u>(14,421)</u>	<u>7,577</u>
Cash flows from investing activities:		
Purchase of property and equipment	(15,183)	(39,220)
Purchase of intangible asset	(259)	—
Proceeds from deemed sale-leaseback transactions	1,717	6,130
Proceeds from sale of property and equipment	226	14
Net cash used in investing activities	<u>(13,499)</u>	<u>(33,076)</u>
Cash flows from financing activities:		
Net borrowings on line of credit	121,574	17,482
Increase in book overdraft	5,424	10,157
Proceeds from issuance of common stock per employee stock purchase plan	202	283
Payment of withholdings on restricted stock units	(699)	(638)
Borrowings on term loan	40,000	—
Payment of deferred financing costs	(1,331)	(341)
Principal payments on long-term debt	(137,127)	(1,200)
Net cash provided by financing activities	<u>28,043</u>	<u>25,743</u>
Net change in cash	123	244
Cash at beginning of period	1,769	1,911
Cash at end of period	<u>\$ 1,892</u>	<u>\$ 2,155</u>
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest, net of amounts capitalized	\$ 10,411	9,469
Income taxes	5,616	5,137
Supplemental schedule of noncash investing activities:		
Purchases of property and equipment included in accounts payable and accrued expenses	\$ 487	214

The accompanying notes are an integral part of these condensed consolidated financial statements.

**SPORTSMAN'S WAREHOUSE HOLDINGS, INC.
AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Unaudited)

Amounts reported in thousands, except per share data

(1) Description of Business and Basis of Presentation

Description of Business

Sportsman's Warehouse Holdings, Inc. ("Holdings") and its subsidiaries (collectively, the "Company") operate retail sporting goods stores. As of November 3, 2018, the Company operated 92 stores in 23 states. The Company also operates an e-commerce platform at www.sportsmanswarehouse.com. The Company's stores and website are aggregated into one single operating and reportable segment.

Basis of Presentation

The condensed consolidated financial statements included herein are unaudited and have been prepared by management of the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted pursuant to such rules and regulations. The Company's condensed consolidated balance sheet as of February 3, 2018 was derived from the Company's audited consolidated balance sheet as of that date. All other condensed consolidated financial statements contained herein are unaudited and reflect all adjustments that are, in the opinion of management, necessary to summarize fairly our condensed consolidated financial statements for the periods presented. All of these adjustments are of a normal recurring nature. The results of the fiscal quarter ended November 3, 2018 are not necessarily indicative of the results to be obtained for the year ending February 2, 2019. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2018 filed with the SEC on March 29, 2018 (the "Fiscal 2017 Form 10-K").

(2) Summary of Significant Accounting Policies

The Company's significant accounting policies are described in Note 1 to the Company's Fiscal 2017 Form 10-K. Except for the changes below, the Company has consistently applied the accounting policies to all periods presented in these condensed consolidated financial statements.

Adoption of ASC Topic 606, "Revenue from Contracts with Customers"

The Company adopted Accounting Standard Codification ("ASC") *Topic 606* on February 4, 2018, using the modified retrospective approach to all open contracts, with the cumulative effect of adopting the new standard being recognized in retained earnings at February 4, 2018. Therefore, the prior period comparative information has not been adjusted and continues to be reported under *Topic 605*. The adoption of *Topic 606* resulted in an increase in prepaids and other assets of \$1,054 for the recognition of the right of return assets; an increase in accrued expenses relating to the sales return liability of \$1,054 for the recognition of the sales return liability on a gross basis; a decrease in accrued expenses of \$3,521 relating to the breakage of loyalty rewards and gift cards in order to adjust the breakage pattern of the loyalty program and gift cards to match the usage; a decrease of \$884 in deferred tax assets relating to the tax impact of the entries recorded for the gift card and loyalty program liabilities; and a decrease in accumulated deficit of \$2,637 as a cumulative effect of the adoption. The largest driver of changes for the adoption of *Topic 606* was the change in the method of estimating breakage for the Company's outstanding gift cards and loyalty reward liabilities. Under *Topic 605*, this breakage was historically recorded when it was determined that the gift cards or loyalty reward points were not going to be redeemed, which was after two years for gift cards and 18 months for loyalty reward points. Under *Topic 606*, the breakage recognized for the loyalty reward program and gift cards is now estimated based off of historical breakage percentages, and is recognized in-line with the expected usage of the loyalty points and gift cards.

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The accounts that changed under the adoption of Topic 606 for the condensed consolidated balance sheet as of and for the 39 weeks ended November 3, 2018 have been outlined as follows:

Condensed Consolidated Balance Sheet Changes	As Reported	Adjustments	Balances without adoption of Topic 606
Prepays, expenses and other	\$ 12,092	\$ (1,433)	\$ 10,659
Accrued expenses	55,664	2,088	57,752
Deferred income taxes	1,517	884	2,401
Accumulated deficit	(17,070)	(2,637)	(19,707)

Revenue recognition accounting policy

The Company operates solely as an outdoor retailer, which includes both retail stores and an e-commerce platform, that offers a broad range of products in the United States and online. Generally, all revenues are recognized when control of the promised goods is transferred to customers, in an amount that reflects the consideration in exchange for those goods. Accordingly, the Company implicitly enters into a contract with customers to deliver merchandise inventory at the point of sale. Collectability is reasonably assured since the Company only extends immaterial credit purchases to certain municipalities.

Substantially all of the Company's revenue is for single performance obligations for the following distinct items:

- Retail store sales
- E-commerce sales
- Gift cards and loyalty reward program

For performance obligations related to retail store and e-commerce sales contracts, the Company typically transfers control, for retail stores, upon consummation of the sale when the product is paid for and taken by the customer and, for e-commerce sales, when the products are tendered for delivery to the common carrier.

The transaction price for each contract is the stated price on the product, reduced by any stated discounts at that point in time. The Company does not engage in sales of products that attach a future material right which could result in a separate performance obligation for the purchase of goods in the future at a material discount. The implicit point-of-sale contract with the customer, as reflected in the transaction receipt, states the final terms of the sale, including the description, quantity, and price of each product purchased. Payment for the Company's contracts is due in full upon delivery. The customer agrees to a stated price implicit in the contract that does not vary over the contract.

The transaction price relative to sales subject to a right of return reflects the amount of estimated consideration to which the Company expects to be entitled. This amount of variable consideration included in the transaction price, and measurement of net sales, is included in net sales only to the extent that it is probable that there will be no significant reversal in a future period. Actual amounts of consideration ultimately received may differ from the Company's estimates. The allowance for sales returns is estimated based upon historical experience and a provision for estimated returns is recorded as a reduction in sales in the relevant period. The estimated merchandise inventory cost related to the sales returns is recorded in prepaid expenses and other. The estimated refund liabilities are recorded in accrued expenses. If actual results in the future vary from the Company's estimates, the Company adjusts these estimates, which would affect net sales and earnings in the period such variances become known.

Contract liabilities are recognized primarily for gift card sales and our loyalty reward program. Cash received from the sale of gift cards is recorded as a contract liability in accrued expenses, and the Company recognizes revenue upon the customer's redemption of the gift card. Gift card breakage is recognized as revenue in proportion to the pattern of customer redemptions by applying a historical breakage rate of 2.5% when no escheat liability to relevant jurisdictions exists. Based upon historical experience, gift cards are predominantly redeemed in the first two years following their issuance date. The Company does not sell or provide gift cards that carry expiration dates. ASC 606 requires the Company to allocate the transaction price between the goods and the loyalty reward points based on the relative stand alone selling price. The Company recognized revenue for the breakage of loyalty reward points as revenue in proportion to the pattern of customer redemption of the points by applying a historical breakage rate of 25% when no escheat liability to relevant jurisdictions exists.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue.

Sales returns

We estimate a reserve for sales returns and record the respective reserve amounts, including a right to return asset when a product is expected to be returned and resold. Historical experience of actual returns and customer return rights are the key factors used in determining the estimated sales returns.

Contract Balances

The following table provides information about right of return assets, contract liabilities, and sales return liabilities with customers as of November 3, 2018:

	November 3, 2018
Right of return assets, which are included in prepaid expenses and other	\$ 1,433
Estimated contract liabilities, net of breakage	15,681
Sales return liabilities, which are included in accrued expenses	2,155

For the 13 and 39 weeks ended November 3, 2018 the Company recognized approximately \$147 and \$652 in gift card breakage, respectively. For the 13 and 39 weeks ended November 3, 2018 the Company recognized approximately \$327 and \$880 in loyalty reward breakage, respectively. Gift card and loyalty reward breakage revenue for the 13 and 39 weeks ended November 3, 2018 reported under ASC 606 were not materially different from the amounts that would have been reported under the previous guidance of ASC 605. The Company will continue to monitor future quarters for materiality. The impact of these adjustments on the statement of cash flow for the period ended November 3, 2018 were recorded in cash used in operating activities.

The current balance of the right of return assets is the expected amount of inventory to be returned that is expected to be resold. The current balance of the contract liabilities primarily relates to the gift card and loyalty reward program liabilities. The Company expects the revenue associated with these liabilities to be recognized in proportion to the pattern of customer redemptions over the next two years. The current balance of sales return liabilities is the expected amount of sales returns from sales that have occurred.

Practical expedients and policy elections

The Company applies the following practical expedients in its application for Topic 606:

- The Company has elected to apply the practical expedient, relative to e-commerce sales, which allows an entity to account for shipping and handling as fulfillment activities, and not a separate performance obligation. Accordingly, the Company recognizes revenue for only one performance obligation, the sale of the product, at the shipping point (when the customer gains control). Revenue associated with shipping and handling is not material. The costs associated with fulfillment are recorded in costs of goods sold.
- The Company has elected to apply the practical expedient, relative to sales tax collected, which allows an entity to exclude from its transaction price any amounts collected from customers for all sales (and other similar) taxes.

Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by department. The percentage of net sales related to our departments for the 13 and 39 weeks ended November 3, 2018 and October 28, 2017, was approximately:

Department	Product Offerings	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
		November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Camping	Backpacks, camp essentials, canoes and kayaks, coolers, outdoor cooking equipment, sleeping bags, tents and tools	14.5%	15.7%	15.6%	16.5%
Clothing	Camouflage, jackets, hats, outerwear, sportswear, technical gear and work wear	9.8%	10.1%	8.2%	8.4%
Fishing	Bait, electronics, fishing rods, flotation items, fly fishing, lines, lures, reels, tackle and small boats	8.6%	9.0%	12.3%	12.2%
Footwear	Hiking boots, socks, sport sandals, technical footwear, trail shoes, casual shoes, waders and work boots	7.7%	7.4%	7.3%	7.3%
Hunting and Shooting	Ammunition, archery items, ATV accessories, blinds and tree stands, decoys, firearms, reloading equipment and shooting gear	48.7%	47.3%	47.9%	46.7%
Optics, Electronics, Accessories, and Other	Gift items, GPS devices, knives, lighting, optics (e.g. binoculars), two-way radios, and license and background check revenue, net of revenue discounts	10.6%	10.5%	8.7%	8.9%
Total		100.0%	100.0%	100.0%	100.0%

Recent Accounting Pronouncements

Lease Accounting

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-02, “Leases” (“ASU 2016-02”). The standard amends the existing accounting standards for lease accounting, including requiring lessees to recognize most leases on their balance sheets and making targeted changes to lessor accounting. ASU 2016-02 will be effective beginning in the first quarter of fiscal year 2019. Early adoption of ASU 2016-02 is permitted. In July 2018, the FASB issued ASU 2018-11 which provided additional transition methods and a lessor practical expedient for separating lease and non-lease components. The Company plans to adopt the standard during the first quarter of fiscal year 2019. The new leases standard provides a modified retrospective transition approach or a date of initial application approach for adoption for all leases existing at, or entered into after, the date of initial application, with an option to use certain transition relief. Management is currently evaluating the impact of adopting ASU 2016-02 on the Company’s consolidated financial statements, including which adoption method to apply and whether to elect the practical expedients outlined in the new standard. Currently all of the Company’s store and corporate locations are accounted for as operating leases, and therefore are not recorded on our balance sheet. The Company expects this adoption will result in a material increase in the assets and liabilities on the Company’s consolidated balance sheets. Once the Company adopts this new standard, it expects that, for the majority of its leases, the leases would include the amortization of the right-of-use asset and the recognition of interest expense based on the lessee’s incremental borrowing rate (or the rate implicit in the lease, if known) on the payment of the lease obligation. In preparation for the adoption of the guidance, the Company is in the process of implementing controls and system changes to enable the preparation of financial information.

Intangible – Goodwill and Other

In January 2017, the FASB issued ASU 2017-04, “Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment,” which requires an entity to no longer perform a hypothetical purchase price allocation to measure goodwill impairment. Instead, impairment will be measured using the difference between the carrying amount and the fair value of the reporting unit. ASU 2017-04 is effective for annual and interim periods in fiscal years beginning after December 15, 2019. All entities may early adopt the standard for goodwill impairment tests with measurement dates after January 1, 2017. Management believes ASU 2017-04 will have no impact on the Company’s consolidated financial statements.

(3) Property and Equipment

Property and equipment as of November 3, 2018 and February 3, 2018 were as follows:

	November 3, 2018	February 3, 2018
Furniture, fixtures, and equipment	\$ 69,896	\$ 65,437
Leasehold improvements	91,268	84,345
Construction in progress	3,531	2,434
Total property and equipment, gross	164,696	152,216
Less accumulated depreciation and amortization	(71,423)	(58,181)
Total property and equipment, net	<u>\$ 93,273</u>	<u>\$ 94,035</u>

(4) Accrued Expenses

Accrued expenses consisted of the following as of November 3, 2018 and February 3, 2018:

	November 3, 2018	February 3, 2018
Book overdraft	\$ 15,368	\$ 9,944
Unearned revenue	16,924	22,874
Accrued payroll and related expenses	9,637	8,004
Sales and use tax payable	4,761	3,277
Accrued construction costs	431	605
Other	8,543	5,898
Total Accrued Expenses	<u>\$ 55,664</u>	<u>\$ 50,602</u>

(5) Revolving Line of Credit

On May 23, 2018, Sportsman’s Warehouse, Inc. (“SWI”), a wholly owned subsidiary of the Company, as borrower, and Wells Fargo Bank, National Association (“Wells Fargo”), with a consortium of banks led by Wells Fargo, entered into an Amended and Restated Credit Agreement (as amended, restated, supplemented or otherwise modified, the “Amended Credit Agreement”). The Amended Credit Agreement amended and restated in its entirety that certain Credit Agreement, dated as of May 28, 2010, by and among SWI, as borrower, and Wells Fargo, as lender, and the other parties listed on the signature pages thereto.

The Amended Credit Agreement increased the amount available to borrow under the Company’s senior secured revolving credit facility (“Revolving Line of Credit”) from \$150,000 to \$250,000, subject to a borrowing base calculation, and provided for a new \$40,000 term loan (the “New Term Loan”).

In conjunction with the Amended Credit Agreement, the Company incurred \$1,331 of fees paid to various parties which were capitalized. Fees associated with the Revolving Line of Credit were recorded in prepaid and other assets. Fees associated with the New Term Loan offset the loan balance on the condensed consolidated balance sheet of the Company.

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As of November 3, 2018, the Company had \$190,855 in outstanding revolving loans under the Amended Credit Agreement and as of February 3, 2018, the Company had \$66,621 in outstanding revolving loans under the Revolving Line of Credit. Amounts outstanding are offset on the condensed consolidated balance sheets by amounts in depository accounts under lock-box or similar arrangements, which were \$9,289 and \$6,629 as of November 3, 2018 and February 3, 2018, respectively. As of November 3, 2018, the Company had stand-by commercial letters of credit of \$1,505 under the terms of the Revolving Line of Credit.

The Amended Credit Agreement contains customary affirmative and negative covenants, including covenants that limit the Company's ability to incur, create or assume certain indebtedness, to create, incur or assume certain liens, to make certain investments, to make sales, transfers and dispositions of certain property and to undergo certain fundamental changes, including certain mergers, liquidations and consolidations. The Amended Credit Agreement also requires the Company to maintain a minimum availability at all times of not less than 10% of the gross borrowing base. The Amended Credit Agreement also contains customary events of default. The Revolving Line of Credit matures on May 23, 2023.

As of November 3, 2018, the Amended Credit Agreement had \$1,148 in outstanding deferred financing fees and as of February 3, 2018, the Revolving Line of Credit had \$393 in outstanding deferred financing fees. During the 13 weeks and 39 weeks ended November 3, 2018, the Company recognized \$67 and \$129, respectively of non-cash interest expense with respect to the amortization of these deferred financing fees. During the 13 and 39 weeks ended October 28, 2017, the Company recognized \$26 and \$106, respectively of non-cash interest expense with respect to the amortization of deferred financing fees.

(6) Long-Term Debt

Long-term debt consisted of the following as of November 3, 2018 and February 3, 2018:

	November 3, 2018	February 3, 2018
Prior Term Loan	\$ —	\$ 135,127
New Term loan	38,000	—
Less discount	—	(678)
Less debt issuance costs	(389)	(1,110)
	37,611	133,339
Less current portion, net of discount and debt issuance costs	(7,915)	(990)
Long-term portion	<u>\$ 29,696</u>	<u>\$ 132,349</u>

Term Loan

On May 23, 2018, the Company entered into the New Term Loan, which was issued at a price of 100% of the aggregate principal amount of \$40,000 and has a maturity date of May 23, 2023.

Also on May 23, 2018, the Company borrowed \$135,400 under the Revolving Line of Credit and used the proceeds from the New Term Loan and the Revolving Line of Credit to repay the Company's prior term loan with a financial institution that had an outstanding principal balance of \$134,700 and was scheduled to mature on December 3, 2020 (the "Prior Term Loan").

The New Term Loan bears interest at a rate of LIBOR plus 5.75%.

As of November 3, 2018, and February 3, 2018, the New Term Loan and Prior Term Loan, respectively had an outstanding balance of \$38,000 and \$135,127, respectively. The outstanding amounts as of November 3, 2018 and February 3, 2018 are offset on the condensed consolidated balance sheets by an unamortized discount of \$0 and \$678, respectively, and debt issuance costs of \$389 and \$1,110, respectively.

During the 13 and 39 weeks ended November 3, 2018, the Company recognized \$0 and \$678, respectively, of non-cash interest expense with respect to the amortization of the discount. During the 13 and 39 weeks ended November 3, 2018, the Company recognized \$21 and \$1,152, respectively, of non-cash interest expense with respect to the amortization of the debt issuance costs. Of the discount and debt issuance cost amortization recorded during the 39 weeks ended November 3, 2018, \$1,617 relates to the write-off associated with the extinguishment of the Prior Term Loan.

During the 13 and 39 weeks ended October 28, 2017, the Company recognized \$59 and \$159, respectively, of non-cash interest expense with respect to the amortization of the discount. During the 13 and 39 weeks ended October 28, 2017, the Company recognized \$99 and \$269, respectively, of non-cash interest expense with respect to the amortization of the debt issuance costs.

During the 13 weeks ended November 3, 2018, the Company made the required quarterly payment on the Term Loan of \$2,000.

Restricted Net Assets

The provisions of the New Term Loan and the Revolving Line of Credit restrict all of the net assets of the Company's consolidated subsidiaries, which constitute all of the net assets on the Company's condensed consolidated balance sheet as of November 3, 2018, from being used to pay any dividends without prior written consent from the financial institutions party to the Company's New Term Loan and Revolving Line of Credit.

(7) Income Taxes

The Company recognized income tax expense of \$2,480 and \$6,218 in the 13 weeks ended November 3, 2018 and October 28, 2017, respectively. The Company's effective tax rate for the 13 weeks ended November 3, 2018 and October 28, 2017 was 16.7% and 38.8%, respectively. The Company recognized an income tax expense of \$3,406 and \$8,053 in the 39 weeks ended November 3, 2018 and October 28, 2017, respectively. The Company's effective tax rate for the 39 weeks ended November 3, 2018 and October 28, 2017 was 20.6% and 40.5%, respectively. The change in the effective tax rate for the 13 and 39 weeks ended November 3, 2018, was primarily due to US tax reform enacted during December 2017 which reduced the federal statutory tax rate of 35.0% to 21.0% and a discrete item relating to a change in tax depreciation methods filed with the fiscal 2017 federal tax return in fiscal 2018 for specific classes of fixed assets which accelerated taxable depreciation. The Company's effective tax rate will generally differ from the U.S. Federal statutory rate of 21.0%, due to state taxes, permanent items, and discrete items relating to method changes and stock award deductions.

(8) Earnings Per Share

Basic earnings per share is calculated by dividing net income by the weighted-average number of shares of common stock outstanding, reduced by the number of shares repurchased and held in treasury, during the period. Diluted earnings per share represents basic earnings per share adjusted to include the potentially dilutive effect of outstanding share option awards, nonvested share awards and nonvested share unit awards.

The following table sets forth the computation of basic and diluted income per common share:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Net Income	\$ 12,398	\$ 9,808	\$ 13,121	\$ 11,855
Weighted-average shares of common stock outstanding:				
Basic	42,938	42,576	42,854	42,464
Dilutive effect of common stock equivalents	156	35	83	37
Diluted	43,094	42,611	42,937	42,501
Basic earnings per share	\$ 0.29	\$ 0.23	\$ 0.31	\$ 0.28
Diluted earnings per share	\$ 0.29	\$ 0.23	\$ 0.31	\$ 0.28
Restricted stock units considered anti-dilutive and excluded in the calculation	7	222	49	233

(9) Stock-Based Compensation**Stock-Based Compensation**

During the 13 weeks ended November 3, 2018 and October 28, 2017, the Company recognized total stock-based compensation expense of \$366 and \$386, respectively. During the 39 weeks ended November 3, 2018 and October 28, 2017, the Company recognized total stock-based compensation expense of \$2,435 and \$1,437, respectively. Compensation expense related to the Company's stock-based payment awards is recognized in selling, general, and administrative expenses in the condensed consolidated statements of operations.

Employee Stock Plans

As of November 3, 2018, the number of shares available for awards under the 2013 Performance Incentive Plan (the "2013 Plan") was 303. As of November 3, 2018, there were 645 unvested stock awards outstanding under the 2013 Plan.

Employee Stock Purchase Plan

The Company also has an Employee Stock Purchase Plan ("ESPP") that was approved by shareholders in fiscal year 2015, under which 800 shares of common stock have been authorized. Shares are issued under the ESPP twice yearly at the end of each offering period. For the 39 weeks ended November 3, 2018, 45 shares were issued under the ESPP and the number of shares available for issuance was 607.

Nonvested Restricted Stock Awards

During the 13 and 39 weeks ended November 3, 2018 and October 28, 2017, the Company did not issue any nonvested restricted stock awards to employees.

The following table sets forth the rollforward of outstanding nonvested stock awards (per share amounts are not in thousands):

	Shares	Weighted average grant-date fair value
Balance at February 3, 2018	108	\$ 11.25
Grants	—	—
Forfeitures	2	11.25
Vested	80	11.25
Balance at November 3, 2018	<u>26</u>	<u>\$ 11.25</u>

	Shares	Weighted average grant-date fair value
Balance at January 28, 2017	162	\$ 11.25
Grants	—	—
Forfeitures	—	—
Vested	54	11.25
Balance at October 28, 2017	<u>108</u>	<u>\$ 11.25</u>

Nonvested Performance-Based Stock Awards

During the 13 weeks ended November 3, 2018, the Company did not issue any performance-based stock awards. During the 39 weeks ended November 3, 2018, the Company issued 163 nonvested performance-based stock awards to employees at a weighted average grant date fair value of \$4.91 per share. The nonvested performance-based stock awards issued to employees vest over three years with one third vesting on each grant date anniversary. The number of shares issued was contingent on management achieving fiscal year 2018 performance targets for same store sales and gross margin. If minimum threshold performance targets are not achieved, no shares will vest. The maximum number of shares subject to the award is 326, and the "target" number of shares subject to the award is 163 as reported below. Following the end of the performance period (fiscal year 2018), the number of shares eligible to vest, based on actual performance, will be fixed and vesting will then be subject to each employee's continued employment over the

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remaining service period. The issued shares estimate the most likely outcome of the performance conditions to be achieved for the performance period. If management's assessment of the most likely outcome of the levels of performance conditions to be achieved changes, the number of granted shares will be revised accordingly.

During the 13 and 39 weeks ended October 28, 2017, the Company did not issue any nonvested performance-based stock awards to employees.

The following table sets forth the rollforward of outstanding nonvested performance-based stock awards (per share amounts are not in thousands):

	Shares	Weighted average grant-date fair value
Balance at February 3, 2018	49	\$ 11.25
Grants	163	4.91
Forfeitures	5	5.36
Vested	46	11.25
Balance at November 3, 2018	<u>161</u>	<u>\$ 5.15</u>

	Shares	Weighted average grant-date fair value
Balance at January 28, 2017	73	\$ 11.25
Grants	—	—
Forfeitures	—	—
Vested	24	11.25
Balance at October 28, 2017	<u>49</u>	<u>\$ 11.25</u>

Nonvested Stock Unit Awards

During the 13 weeks ended November 3, 2018, the Company issued 3 nonvested stock units to employees of the Company at an average value of \$5.56 per share. During the 39 weeks ended November 3, 2018, the Company issued 322 nonvested stock units to employees of the Company and independent members of the Board of Directors at an average value of \$4.88 per share.

During the 13 weeks ended October 28, 2017, the Company did not issue any nonvested stock units. During the 39 weeks ended October 28, 2017, the Company issued 456 nonvested stock units to employees of the Company and independent members of the Board of Directors at an average value of \$5.09 per share.

The shares issued to the independent members of the Board of Directors vest over 12 months with one twelfth vesting each month from the grant date. The shares issued to employees of the Company vest over a three year period with one third of the shares vesting on each grant date anniversary.

The Company had no net share settlements in the 13 weeks ended November 3, 2018 and October 28, 2017.

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The following table sets forth the rollforward of outstanding nonvested stock units (per share amounts are not in thousands):

	Shares	Weighted average grant-date fair value
Balance at February 3, 2018	419	\$ 5.15
Grants	322	4.88
Forfeitures	8	4.91
Vested	279	5.23
Balance at November 3, 2018	454	\$ 4.91

	Shares	Weighted average grant-date fair value
Balance at January 28, 2017	301	\$ 7.17
Grants	456	5.09
Forfeitures	1	7.06
Vested	323	6.97
Balance at October 28, 2017	433	\$ 5.13

(10) Commitments and Contingencies

Operating Leases

The Company leases its retail store, office space and warehouse locations under non-cancelable operating leases. Rent expense under these leases totaled \$13,974 and \$12,632 for the 13 weeks ended November 3, 2018 and October 28, 2017, respectively. Rent expense under these leases totaled \$40,448 and \$36,225 for the 39 weeks ended November 3, 2018 and October 28, 2017, respectively.

Legal Matters

The Company is involved in various legal matters generally incidental to its business. After discussion with legal counsel, management is not aware of any matters for which the likelihood of a loss is probable and reasonably estimable and which could have a material impact on its consolidated financial condition, liquidity, or results of operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The discussion below contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those which are discussed in "Part I, Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended February 3, 2018. Also see "Statement Regarding Forward-Looking Statements" preceding Part I in this 10-Q.

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements and the notes thereto included in this 10-Q.

Overview

We are 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.

Our business was founded in 1986 as a single retail store in Midvale, Utah. Today, we operate 92 stores in 23 states, totaling approximately 3.6 million gross square feet. During fiscal year 2018 to date, we have increased our gross square footage by 3.9% through the opening of five stores in the following locations:

- Sheridan, Wyoming on March 8, 2018
- Walla Walla, Washington on April 19, 2018
- Anderson, South Carolina on June 21, 2018
- Coon Rapids, Minnesota on August 2, 2018
- Milpitas, California on August 16, 2018

Individual stores are aggregated into one operating and reportable segment.

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of performance and financial measures. The key measures for determining how our business is performing are net sales, same store sales, gross margin, selling, general, and administrative expenses, income from operations and Adjusted EBITDA.

Net Sales and Same Store Sales

Our net sales are primarily received from revenue generated in our stores and also include sales generated through our e-commerce platform. When measuring revenue generated from our stores, we review our same store sales as well as the performance of our stores that have not operated for a sufficient amount of time to be included in same store sales. We include net sales from a store in same store sales on the first day of the 13th full fiscal month following the store's opening or acquisition by us. We include net sales from e-commerce in our calculation of same store sales.

Measuring the change in year-over-year same store sales allows us to evaluate how our retail store base is performing. Various factors affect same store sales, including:

- changes or anticipated changes to regulations related to some of the products we sell;
- consumer preferences, buying trends and overall economic trends;
- our ability to identify and respond effectively to local and regional trends and customer preferences;
- our ability to provide quality customer service that will increase our conversion of shoppers into paying customers;
- competition in the regional market of a store;
- atypical weather;
- changes in our product mix; and

- changes in pricing and average ticket sales.

Opening new stores is also an important part of our growth strategy. For fiscal year 2018 we have opened five stores as of November 3, 2018 and we do not intend on opening any additional locations in fiscal year 2018. We plan to grow our square footage by approximately 3% to 5% for fiscal year 2019 as we continue to shift some of our cash use to reducing our debt balance.

For our new locations, we measure our investment by reviewing the new store's four-wall Adjusted EBITDA margin and pre-tax return on invested capital ("ROIC"). We target a minimum 10% four-wall Adjusted EBITDA margin and a minimum ROIC of 50% excluding initial inventory costs (or 20% including initial inventory cost) for the first full twelve months of operations for a new store. The 51 new stores that we have opened since 2010 and that have been open for a full twelve months (excluding the 10 acquired stores) have achieved an average four-wall Adjusted EBITDA margin of 11.9% and an average ROIC of 63.1% excluding initial inventory cost (and 24.4% including initial inventory cost) during their first full twelve months of operations. Four-wall Adjusted EBITDA means, for any period, a particular store's Adjusted EBITDA, excluding any allocations of corporate selling, general, and administrative expenses allocated to that store. Four-wall Adjusted EBITDA margin means, for any period, a store's four-wall Adjusted EBITDA divided by that store's net sales. For a definition of Adjusted EBITDA and Adjusted EBITDA margin and a reconciliation of net income to Adjusted EBITDA, see "—Non-GAAP Measures." ROIC means a store's four-wall Adjusted EBITDA for a given period divided by our initial cash investment in the store. We calculate ROIC both including and excluding the initial inventory cost.

We also have been scaling our e-commerce platform and increasing sales through our website, www.sportsmanswarehouse.com.

We believe the key drivers to increasing our total net sales will be:

- increasing our total gross square footage by opening new stores in our existing and new markets;
- continuing to increase same store sales through merchandise strategies and improved utilization of the existing square footage at our stores;
- increasing customer visits to our stores and improving our conversion rate through focused marketing efforts, expanded loyalty engagement and continually high standards of customer service;
- increasing the average ticket sale per customer; and
- expanding our omni-channel capabilities.

Gross Margin

Gross profit is our net sales less cost of goods sold. Gross margin measures our gross profit as a percentage of net sales. Our cost of goods sold primarily consists of merchandise acquisition costs, including freight-in costs, shipping costs, payment term discounts received from the vendor and vendor allowances and rebates associated directly with merchandise and shipping costs related to e-commerce sales.

We believe the key drivers to improving our gross margin are increasing the product mix to higher margin products, particularly clothing and footwear, increasing foot traffic within our stores, improving buying opportunities with our vendor partners and coordinating pricing strategies among our stores and our merchandising department. Our ability to properly manage our inventory can also impact our gross margin. Successful inventory management ensures we have sufficient high margin products in stock at all times to meet customer demand, while overstocking of items could lead to markdowns in order to help a product sell. We believe that the overall growth of our business will allow us to generally maintain or increase our gross margins, because increased merchandise volumes will enable us to maintain our strong relationships with our vendors.

Selling, General, and Administrative Expenses

We closely manage our selling, general, and administrative expenses. Our selling, general, and administrative expenses are comprised of payroll, rent and occupancy, depreciation and amortization, acquisition expenses, pre-opening expenses and other operating expenses, including stock-based compensation expense. Pre-opening expenses include expenses

incurred in the preparation and opening of a new store location, such as payroll, travel and supplies, but do not include the cost of the initial inventory or capital expenditures required to open a location.

Our selling, general, and administrative expenses are primarily influenced by the volume of net sales of our locations, except for our corporate payroll, rent and occupancy and depreciation and amortization, which are generally fixed in nature. We control our selling, general, and administrative expenses through a budgeting and reporting process that allows our personnel to adjust our expenses as trends in net sales activity are identified.

We expect that our selling, general, and administrative expenses will increase in future periods due to our continuing growth. Furthermore, 43 of our current stores are being impacted by minimum wage increases in fiscal year 2018 that have and will continue to drive up our selling, general, and administrative costs during fiscal year 2018.

Income from Operations

Income from operations is gross profit less selling, general, and administrative expenses. We use income from operations as an indicator of the productivity of our business and our ability to manage selling, general, and administrative expenses.

Adjusted EBITDA

We define Adjusted EBITDA as net income plus interest expense, income tax expense, depreciation and amortization, stock-based compensation expense, pre-opening expenses, and other gains, losses and expenses that we do not believe are indicative of our ongoing expenses. In evaluating our business, we use Adjusted EBITDA and Adjusted EBITDA margin as an additional measurement tool for purposes of business decision-making, including evaluating store performance, developing budgets and managing expenditures. See “—Non-GAAP Measures.”

Results of Operations

The following table summarizes key components of our results of operations as a percentage of net sales for the periods indicated:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Percentage of net sales:				
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of goods sold	65.2	64.7	66.1	65.7
Gross profit	34.8	35.3	33.9	34.3
Selling, general, and administrative expenses	26.9	26.3	29.4	29.0
Income from operations	7.8	9.0	4.5	5.3
Interest expense	1.2	1.5	1.7	1.8
Income before income taxes	6.7	7.5	2.7	3.5
Income tax expense	1.1	2.9	0.6	1.4
Net income	5.6%	4.6%	2.2%	2.1%
Adjusted EBITDA	10.1%	11.5%	7.7%	8.8%

The following table shows our sales during the periods presented by department:

Department	Product Offerings	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
		November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Camping	Backpacks, camp essentials, canoes and kayaks, coolers, outdoor cooking equipment, sleeping bags, tents and tools	14.5%	15.7%	15.6%	16.5%
Clothing	Camouflage, jackets, hats, outerwear, sportswear, technical gear and work wear	9.8%	10.1%	8.2%	8.4%
Fishing	Bait, electronics, fishing rods, flotation items, fly fishing, lines, lures, reels, tackle and small boats	8.6%	9.0%	12.3%	12.2%
Footwear	Hiking boots, socks, sport sandals, technical footwear, trail shoes, casual shoes, waders and work boots	7.7%	7.4%	7.3%	7.3%
Hunting and Shooting	Ammunition, archery items, ATV accessories, blinds and tree stands, decoys, firearms, reloading equipment and shooting gear	48.7%	47.3%	47.9%	46.7%
Optics, Electronics, Accessories, and Other	Gift items, GPS devices, knives, lighting, optics (e.g. binoculars), two-way radios, and license and background check revenue, net of revenue discounts	10.6%	10.5%	8.7%	8.9%
Total		100.0%	100.0%	100.0%	100.0%

13 Weeks Ended November 3, 2018 Compared to 13 Weeks Ended October 28, 2017

Net Sales. Net sales increased by \$5.0 million, or 2.3%, to \$223.1 million during the 13 weeks ended November 3, 2018 compared to \$218.1 million in the corresponding period of fiscal year 2017. Net sales increased primarily due to sales from new store openings that have been open for less than 12 months and were, therefore, not included in same store sales. Stores that were opened in the 13 weeks ended November 3, 2018 contributed \$1.0 million to this increase. Stores that were opened in fiscal year 2017 and 2018, and that have been open for less than 12 months and were, therefore, not included in our same store sales, contributed to \$6.6 million of this increase. Partially offsetting this increase was a decrease in same store sales for the period of 0.5% compared to the comparable 13 week period of fiscal year 2017.

All of our departments, except clothing, recognized an increase in net sales in the third quarter of fiscal year 2018 compared to the comparable 13-week period of fiscal year 2017. Our hunting and fishing departments experienced the

largest increases in net sales of \$4.4 million and \$0.9 million, respectively. Our camping, footwear, and optics, electronics and accessories departments also had increases of \$0.3 million, \$0.9 million, and \$0.7 million, respectively, during the third quarter of fiscal year 2018 compared to the comparable period of fiscal year 2017. Our clothing department saw a decrease of \$0.9 million during the third quarter of fiscal year 2018 compared to the comparable period of fiscal year 2017.

With respect to same store sales, during the 13 weeks ended November 3, 2018, our footwear, fishing, and hunting departments had increases of 2.9%, 1.4%, and 0.1%, respectively while the clothing, camping, and optics, electronics and accessories departments had decreases of 6.8%, 2.3%, and 0.2%, respectively, compared to the comparable 13-week period of fiscal year 2017. We had increased sales in our hunting category as we continue to gain firearm market share. Within our hunting and shooting department, firearms increased on a same store sales basis by 3.2% while ammunition decreased on a same store sales basis by 3.4%, during the 13 weeks ended November 3, 2018 compared to the comparable 13-week period of fiscal year 2017. We experienced a decrease in demand for clothing gear due to the warmer than normal fall weather seen in the western United States and the extensive forest fires seen in the western United States which has had an impact on several key recreational areas in our markets. As of November 3, 2018, we had 86 stores included in our same store sales calculation.

Gross Profit. Gross profit increased to \$77.6 million during the 13 weeks ended November 3, 2018 compared to \$77.0 million for the corresponding period of fiscal year 2017. As a percentage of net sales, gross profit decreased to 34.8% for the 13 weeks ended November 3, 2018, compared to 35.3% for the corresponding period of fiscal year 2017. Gross profit as a percentage of net sales was negatively impacted by rising freight costs and a sales mix change compared to the prior year period from our higher margin product categories (clothing, footwear, and camping), to our lower margin product categories (hunting and shooting).

Selling, General, and Administrative Expenses. Selling, general, and administrative expenses increased by \$2.6 million, or 4.6%, to \$60.1 million during the 13 weeks ended November 3, 2018 from \$57.4 million for the corresponding period of fiscal year 2017. As a percentage of net sales, selling, general, and administrative expenses increased to 26.9% of net sales in the third quarter of fiscal year 2018, compared to 26.3% of net sales in the third quarter of fiscal year 2017. We incurred additional payroll and rent expenses of \$1.8 million and \$1.3 million, respectively, primarily related to the opening of new stores, our planned e-commerce investment, and the impact of minimum wage increases across most of our stores. These increases were partially offset by decreases in preopening expenses, depreciation, and other operating expense of \$0.3 million, \$0.1 million, and \$0.1 million, respectively.

Interest Expense. Interest expense decreased by \$0.9 million, or 24.7%, to \$2.6 million during the 13 weeks ended November 3, 2018 from \$3.5 million for the corresponding period of fiscal year 2017. Interest expense decreased primarily as a result of our amended credit facility that lowers the interest rate on our term loan and also shifted a significant portion of the balance on the prior term loan to the line of credit which bears interest at a lower rate.

Income Taxes. We recognized an income tax expense of \$2.5 million and \$6.2 million during the 13 weeks ended November 3, 2018 and October 28, 2017, respectively. Our effective tax rate for the 13 weeks ended November 3, 2018 and October 28, 2017 was 16.7% and 38.8%, respectively. The change in the effective tax rate for the 13 weeks ended November 3, 2018, was primarily due to US tax reform enacted during December 2017 which reduced the federal statutory tax rate of 35.0% to 21.0% and a discrete item relating to a change in tax depreciation methods filed with the fiscal 2017 federal tax return in fiscal 2018 for specific classes of fixed assets which accelerated taxable depreciation. The Company's effective tax rate will generally differ from the U.S. Federal statutory rate of 21.0%, due to state taxes, permanent items, and discrete items relating to method changes and stock award deductions.

39 weeks Ended November 3, 2018 Compared to 39 weeks Ended October 28, 2017

Net Sales. Net sales increased by \$39.9 million, or 7.1%, to \$606.4 million during the 39 weeks ended November 3, 2018 compared to \$566.5 million in the corresponding period of fiscal year 2017. Net sales increased primarily due to sales from new store openings that have been open for less than 12 months and were, therefore, not included in same store sales. Stores that were opened in the 39 weeks ended November 3, 2018 contributed \$8.8 million to this increase. Stores that were opened in fiscal year 2017 and that have been open for less than 12 months and were, therefore, not included in our same store sales, contributed to \$21.3 million of this increase. Included in the increase was also an increase in same store sales for the period of 0.8% compared to the comparable 39 week period of fiscal year 2017.

All our departments recognized an increase in net sales during the first three quarters of fiscal year 2018 compared to the first three quarters of fiscal year 2017. Our hunting and fishing departments experienced the largest increases in net sales of \$23.8 million and \$5.4 million, respectively. Our camping, clothing, footwear and optics, electronics and accessories departments also had increases of \$1.4 million, \$1.2 million, \$2.0 million, and \$2.1 million, respectively, during the first three quarters of fiscal year 2018 compared to the comparable period of fiscal year 2017.

With respect to same store sales, during the 39 weeks ended November 3, 2018, our hunting, fishing, and footwear departments had increases of 2.8%, 2.2%, and 0.8%, respectively while the camping, clothing, and optics, electronics, and accessories departments had decreases of 3.0%, 1.7%, and 0.4%, respectively, compared to the comparable 39 week period of fiscal year 2017. We had increased sales in our hunting category as we continue to gain increased marketshare in firearms. Within hunting and shooting, firearms and ammunition increased by 8.3% and 1.9%, respectively, during the 39 weeks ended November 3, 2018 compared to the comparable 39 week period of fiscal year 2017. We experienced a decrease in demand for camping and clothing gear as the fall was warmer than normal and due to the extensive forest fires seen in the western United States which have had an impact on several key recreational areas in our markets. As of November 3, 2018, we had 86 stores included in our same store sales calculation.

Gross Profit. Gross profit increased by \$11.2 million, or 5.8%, to \$205.4 million during the 39 weeks ended November 3, 2018 from \$194.2 million for the corresponding period of fiscal year 2017. As a percentage of net sales, gross profit decreased to 33.9% for the 39 weeks ended November 3, 2018 compared to 34.3% for the corresponding period of fiscal year 2017. Gross profit as a percentage of net sales was negatively impacted by increased freight charges and a sales mix change compared to the prior year period from our higher margin product categories (clothing, footwear, and camping), to our lower margin product categories (hunting and shooting).

Selling, General, and Administrative Expenses. Selling, general, and administrative expenses increased by \$14.2 million, or 8.6%, to \$178.4 million during the 39 weeks ended November 3, 2018 from \$164.2 million for the corresponding period of fiscal year 2017. As a percentage of net sales, selling, general, and administrative expenses increased to 29.4% of net sales in the three quarters of fiscal year 2018 compared to 29.0% of net sales in the three quarters of fiscal year 2017. Selling, general, and administrative expenses primarily increased due to \$2.6 million of compensation expense relating to the retirement of our former Chief Executive Officer that was recognized during the first quarter of 2018. We incurred additional payroll, rent, depreciation, and other operating expenses of \$10.8 million, \$4.2 million, \$0.7 million, and \$2.1 million, respectively, primarily related to the opening of new stores, our planned e-commerce investment, and the impact of minimum wage increases across most of our stores. These increases were partially offset by a decrease in preopening expenses of \$1.9 million and professional fees of \$1.7 million incurred in 2017 in connection with our bid for certain inventory and other assets of Gander Mountain Company.

Interest Expense. Interest expense increased by \$0.4 million, or 4.4%, to \$10.5 million during the 39 weeks ended November 3, 2018 from \$10.1 million for the corresponding period of fiscal year 2017. Interest expense increased primarily as a result of the write-off of \$1.6 million in deferred financing fees and debt discount associated with our prior term loan offset by increased borrowing on our Amended Credit Facility which bear interest at lower rates than our prior term loan.

Income Taxes. We recognized an income tax expense of \$3.4 million and \$8.1 million during the 39 weeks ended November 3, 2018 and October 28, 2017, respectively. Our effective tax rate for the 39 weeks ended November 3, 2018 and October 28, 2017 was 20.6% and 40.5%, respectively. The change in the effective tax rate for the 39 weeks ended November 3, 2018, was primarily due to US tax reform enacted during December 2017 which reduced the federal statutory tax rate of 35.0% to 21.0% and a discrete item relating to a change in tax depreciation methods filed with the fiscal 2017 federal tax return in fiscal 2018 for specific classes of fixed assets which accelerated taxable depreciation. The Company's effective tax rate will generally differ from the U.S. Federal statutory rate of 21.0%, due to state taxes, permanent items, and discrete items relating to method changes and stock award deductions.

Seasonality

Due to holiday buying patterns and the openings of hunting season across the country, net sales are typically higher in the third and fourth fiscal quarters than in the first and second fiscal quarters. We also incur additional expenses in the third and fourth fiscal quarters due to higher volume and increased staffing in our stores. We anticipate our net sales will continue to reflect this seasonal pattern.

The timing of our new retail store openings also may have an impact on our quarterly results. First, we incur certain one-time expenses related to opening each new retail store, all of which are expensed as they are incurred. Second, most store expenses generally vary proportionately with net sales, but there is also a fixed cost component, which includes occupancy costs. These fixed costs typically result in lower store profitability during the initial period after a new retail store opens. Due to both of these factors, new retail store openings may result in a temporary decline in operating profit, in dollars and/or as a percentage of net sales.

Weather conditions affect outdoor activities and the demand for related clothing and equipment. Customers' demand for our products, and, therefore, our net sales, can be significantly impacted by weather patterns on a local, regional and national basis.

Liquidity and Capital Resources

Our primary capital requirements are for seasonal working capital needs and capital expenditures related to opening new stores. Our sources of liquidity to meet these needs have primarily been borrowings under our revolving credit facility, operating cash flows and short and long-term debt financings from banks and financial institutions. We believe that our cash on hand, cash generated by operating activities and funds available under our revolving credit facility will be sufficient to finance our operating activities for at least the next twelve months.

For the 39 weeks ended November 3, 2018, we incurred approximately \$15.2 million in capital expenditures. We expect total capital expenditures between \$17.0 million and \$18.0 million for fiscal year 2018. We intend to fund our capital expenditures with operating cash flows and funds available under our revolving credit facility. Other investment opportunities, such as potential strategic acquisitions or store expansion rates in excess of those presently planned, may require additional funding.

Cash flows from operating, investing and financing activities are shown in the following table:

	Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017
	(in thousands)	
Cash flows (used in) provided by operating activities	\$ (14,421)	\$ 7,577
Cash flows (used in) investing activities	(13,499)	(33,076)
Cash flows provided by financing activities	28,043	25,743
Cash at end of period	1,892	2,155

Net cash used in operating activities was \$14.4 million for the 39 weeks ended November 3, 2018, compared to cash provided by operations of \$7.6 million for the corresponding period of fiscal year 2017, a change of approximately \$22.0 million. The change in our cash used in operating activities is primarily a result of increased purchases of inventory in anticipation of increased sales volume during the fourth quarter in connection with the holiday shopping season and inventory purchases made ahead of new tariffs that will impact certain product offerings.

Net cash used in investing activities was \$13.5 million for the 39 weeks ended November 3, 2018 compared to \$33.1 million for the corresponding period of fiscal year 2017. The change in our cash flows from investing activities is primarily a result of fewer store openings in 2018 compared to 2017.

Net cash provided by financing activities was \$28.0 million for the 39 weeks ended November 3, 2018, compared to \$25.7 million for the corresponding period of fiscal year 2017. The increase in net cash provided by financing activities when compared to 2017 was primarily due to higher net borrowings made under the revolving credit facility in the 39 weeks ended November 3, 2018 for inventory purchases in advance of the holiday shopping season.

Our outstanding debt consists of our Amended Credit Facility and our New Term Loan.

Amended Credit Agreement. On May 23, 2018, we amended and restated our credit agreement (as amended, restated, supplemented or otherwise modified, the "Amended Credit Agreement") with a consortium of banks led by Wells Fargo, National Association ("Wells Fargo"). The Amended Credit Agreement, among other things, increased our available borrowing capacity under our senior secured revolving credit facility from \$150.0 million to \$250.0 million, subject to a

borrowing base calculation, and provided a new \$40.0 million term loan. Both the revolving credit facility and new term loan will mature on May 23, 2023. On May 23, 2018, we borrowed \$135.4 million under the revolving credit facility and used the proceeds from the new term loan and the revolving credit facility to repay our prior term loan that had an outstanding principal balance of \$134.7 million and was scheduled to mature on December 3, 2020. As of November 3, 2018, we had \$181.6 million outstanding under our revolving credit facility and \$38.0 million outstanding under the new term loan.

Borrowings under the revolving credit facility bear interest based on either, at our option, the base rate or LIBOR, in each case plus an applicable margin. The base rate is the higher of (1) Wells Fargo's prime rate, (2) the federal funds rate (as defined in the Amended Credit Agreement) plus 0.50% and (3) the one-month LIBOR (as defined in the credit agreement) plus 1.00%. The applicable margin for loans under the revolving credit facility, which varies based on the average daily availability, ranges from 0.25% to 0.75% per year for base rate loans and from 1.25% to 1.75% per year for LIBOR loans.

Interest on base rate loans is payable monthly in arrears and interest on LIBOR loans is payable based on the LIBOR interest period selected by us, which can be 30, 60 or 90 days. All amounts that are not paid when due under our revolving credit facility will accrue interest at the rate otherwise applicable plus 2.00% until such amounts are paid in full.

Our new term loan was issued at a price of 100% of the \$40.0 million aggregate principal amount and has a maturity date of May 23, 2023. The new term loan will bear interest at a rate of LIBOR plus 5.75%. The new term loan requires quarterly principal payments of \$2.0 million payable quarterly which began November 1, 2018 and continue up to and including May 23, 2023 at which time the remaining balance is due in full. Each of the subsidiaries of Sportsman's Warehouse Holdings, Inc. ("Holdings") is a borrower under the revolving credit facility and the new term loan, and Holdings guarantees all obligations under the revolving credit facility and new term loan. All obligations under the revolving credit facility and new term loan are secured by a lien on substantially all of Holdings' tangible and intangible assets and the tangible and intangible assets of all of Holdings' subsidiaries, including a pledge of all capital stock of each of the Holdings' subsidiaries. The lien securing the obligations under the revolving credit facility and new term loan is a first priority lien as to certain liquid assets, including cash, accounts receivable, deposit accounts and inventory. In addition, our Amended Credit Agreement contains provisions that enable Wells Fargo to require us to maintain a lock-box or similar arrangement for the collection of all receipts.

We may be required to make mandatory prepayments under the revolving credit facility and new term loan in the event of a disposition of certain property or assets, in the event of receipt of certain insurance or condemnation proceeds, upon the issuance of certain debt or equity securities, upon the incurrence of certain indebtedness for borrowed money or upon the receipt of certain payments not received in the ordinary course of business.

The Amended Credit Agreement governing our revolving credit facility and new term loan contains customary affirmative and negative covenants, including covenants that limit our ability to incur, create or assume certain indebtedness, to create, incur or assume certain liens, to make certain investments, to make sales, transfers and dispositions of certain property and to undergo certain fundamental changes, including certain mergers, liquidations and consolidations. The Revolving Line of Credit also requires us to maintain a minimum availability at all times of not less than 10% of the gross borrowing base. The Amended Credit Agreement also contains customary events of default. As of November 3, 2018, we were in compliance with all covenants under our Amended Credit Agreement.

Critical Accounting Policies

Our financial statements are prepared in accordance with GAAP. In connection with the preparation of the financial statements, we are required to make assumptions, make estimates and apply judgment that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that we believe to be relevant at the time the condensed consolidated financial statements are prepared. On a regular basis, we review the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

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There have been no significant changes to our critical accounting policies as described in our Fiscal 2017 Form 10-K except for the implementation of certain estimates for revenue recognition under Accounting Standard Codification Topic 606, *Revenue from Contracts with Customers* ("Topic 606") as disclosed below.

Revenue Recognition

Topic 606 has required changes to how our revenue is recognized. Updates to our accounting policies have been made as part of the adoption of this new standard. The changes to our accounting policies and procedures under the new standard have most significantly impacted the method that we use to record breakage for gift cards and loyalty reward points associated with the our loyalty reward programs. The new breakage calculations for these items apply assumptions allowable under Topic 606, which require judgments. In applying these new assumptions, and in the application of Topic 606, we have determined that the updated accounting policies, to ensure compliance under Topic 606, continue to be critical accounting policies.

Revenue recognition accounting policy

We operate solely as an outdoor retailer, which includes both retail stores and an e-commerce platform, that offers a broad range of products in the United States and online. Generally, all revenues are recognized when control of the promised goods is transferred to customers, in an amount that reflects the consideration in exchange for those goods. Accordingly, we implicitly enter into a contract with customers to deliver merchandise inventory at the point of sale. Collectability is reasonably assured since we only extend immaterial credit purchases to certain municipalities.

Substantially all of our revenue is for single performance obligations for the following distinct items:

- Retail store sales
- E-commerce sales
- Gift cards and loyalty reward program

For performance obligations related to retail store and e-commerce sales contracts, we typically transfers control, for retail stores, upon consummation of the sale when the product is paid for and taken by the customer and, for e-commerce sales, when the products are tendered for delivery to the common carrier.

The transaction price for each contract is the stated price on the product, reduced by any stated discounts at that point in time. We do not engage in sales of products that attach a future material right which could result in a separate performance obligation for the purchase of goods in the future at a material discount. The implicit point-of-sale contract with the customer, as reflected in the transaction receipt, states the final terms of the sale, including the description, quantity, and price of each product purchased. Payment for the our contracts is due in full upon delivery. The customer agrees to a stated price implicit in the contract that does not vary over the contract.

The transaction price relative to sales subject to a right of return reflects the amount of estimated consideration to which we expect to be entitled. This amount of variable consideration included in the transaction price, and measurement of net sales, is included in net sales only to the extent that it is probable that there will be no significant reversal in a future period. Actual amounts of consideration ultimately received may differ from our estimates. The allowance for sales returns is estimated based upon historical experience and a provision for estimated returns is recorded as a reduction in sales in the relevant period. The estimated merchandise inventory cost related to the sales returns is recorded in prepaid expenses and other. If actual results in the future vary from our estimates, we adjust these estimates, which would affect net sales and earnings in the period such variances become known.

Contract liabilities are recognized primarily for gift card sales and our loyalty reward program. Cash received from the sale of gift cards is recorded as a contract liability in accrued expenses, and we recognize revenue upon the customer's redemption of the gift card. Gift card breakage is recognized as revenue in proportion to the pattern of customer redemptions by applying a historical breakage rate of 2.5% when no escheat liability to relevant jurisdictions exists. We do not sell or provide gift cards that carry expiration dates. We recognized revenue for the breakage of loyalty reward points as revenue in proportion to the pattern of customer redemption of the points by applying a historical breakage rate of 25% when no escheat liability to relevant jurisdictions exists.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by us from a customer, are excluded from revenue.

Sales returns

We estimate a reserve for sales returns and record the respective reserve amounts, including a right to return asset when a product is expected to be returned and resold. Historical experience of actual returns, and customer return rights are the key factors used in determining the estimated sales returns.

Off Balance Sheet Arrangements

We are not party to any off balance sheet arrangements.

Contractual Obligations

As noted above, on May 23, 2018, we entered into the Amended Credit Agreement, among other things, increased our available borrowing capacity under our revolving credit facility from \$150.0 million to \$250.0 million, subject to a borrowing base calculation, and provided for a new \$40.0 million term loan. On May 23, 2018, we borrowed \$135.4 million under the revolving credit facility and used the proceeds from our new term loan and the revolving credit facility to repay our prior term loan that had an outstanding principal balance of \$134.7 million and was scheduled to mature on December 3, 2020.

Both the revolving credit facility and new term loan will mature on May 23, 2023. The interest rate did not change on our revolving credit facility. The new term loan bears interest at a rate of LIBOR plus 5.75%. The new term loan also requires quarterly principal payments of \$2.0 million payable quarterly beginning on October 31, 2018 and continuing up to and including May 23, 2023 at which time the remaining balance is due in full.

All other changes to our contractual obligations during the 39 weeks ended November 3, 2018 were completed in the normal course of business and are not considered material.

Non-GAAP Measures

In evaluating our business, we use Adjusted EBITDA and Adjusted EBITDA margin as supplemental measures of our operating performance. We define Adjusted EBITDA as net income plus interest expense, income tax expense, depreciation and amortization, stock-based compensation expense, pre-opening expenses, and other gains, losses and expenses that we do not believe are indicative of our ongoing expenses. In addition, Adjusted EBITDA excludes pre-opening expenses because we do not believe these expenses are indicative of the underlying operating performance of our stores. The amount and timing of pre-opening expenses are dependent on, among other things, the size of new stores opened and the number of new stores opened during any given period. Adjusted EBITDA margin means, for any period, the Adjusted EBITDA for that period divided by the net sales for that period. We consider Adjusted EBITDA and Adjusted EBITDA margin important supplemental measures of our operating performance and believe they are frequently used by analysts, investors and other interested parties in the evaluation of companies in our industry. Other companies in our industry, however, may calculate Adjusted EBITDA and Adjusted EBITDA margin differently than we do. Management also uses Adjusted EBITDA and Adjusted EBITDA margin as additional measurement tools for purposes of business decision-making, including evaluating store performance, developing budgets and managing expenditures. Management believes Adjusted EBITDA and Adjusted EBITDA margin allow investors to evaluate the company's operating performance and compare our results of operations from period to period on a consistent basis by excluding items that management does not believe are indicative of the company's core operating performance.

Adjusted EBITDA is not defined under GAAP and is not a measure of operating income, operating performance or liquidity presented in accordance with GAAP. Adjusted EBITDA has limitations as an analytical tool, and when assessing our operating performance, you should not consider Adjusted EBITDA in isolation or as a substitute for net

income or other condensed consolidated statement of operations data prepared in accordance with GAAP. Some of these limitations include, but are not limited to:

- Adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA may be defined differently by other companies, and, therefore, it may not be directly comparable to the results of other companies in our industry;
- Adjusted EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on our debt; and
- Adjusted EBITDA does not reflect income taxes or the cash requirements for any tax payments.

The following table presents a reconciliation of net income, the most directly comparable financial measure presented in accordance with GAAP, to Adjusted EBITDA for the 13 weeks ended November 3, 2018 and October 28, 2017.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
	(dollars in thousands)			
Net income	\$ 12,398	\$ 9,808	\$ 13,121	\$ 11,855
Interest expense	2,633	3,494	10,524	10,081
Income tax expense	2,480	6,218	3,406	8,053
Depreciation and amortization	4,438	4,572	13,600	12,906
Stock-based compensation expense (1)	366	388	1,348	1,437
Pre-opening expenses (2)	320	667	1,831	3,691
CEO retirement (3)	—	—	2,647	—
Professional Fees (4)	—	—	—	1,744
Adjusted EBITDA	<u>\$ 22,635</u>	<u>\$ 25,146</u>	<u>\$ 46,478</u>	<u>\$ 49,767</u>
Adjusted EBITDA margin	10.1%	11.5%	7.7%	8.9%

- (1) Stock-based compensation expense represents non-cash expenses related to equity instruments granted to employees under our 2013 Performance Incentive Plan and Employee Stock Purchase Plan.
- (2) Pre-opening expenses include expenses incurred in the preparation and opening of a new store location, such as payroll, travel and supplies, but do not include the cost of the initial inventory or capital expenditures required to open a location.
- (3) Payroll and stock compensation expenses incurred in conjunction with the retirement of our former CEO.
- (4) Professional and other fees incurred in connection with the evaluation of a strategic acquisition.

Recent Accounting Pronouncements

For a description of recent accounting pronouncements, see Note 2 to our condensed consolidated financial statements in this 10-Q. Under the Jumpstart Our Business Startup Act, “emerging growth companies” (“EGCs”), we can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have irrevocably elected not to avail ourselves of this exemption from new or revised accounting standards, and, therefore, we will be subject to the same new or revised accounting standards as other public companies that are not EGCs.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our principal exposure to market risk relates to changes in interest rates. Our revolving credit facility and term loan carry floating interest rates that are tied to LIBOR, the federal funds rate and the prime rate, and, therefore, our income and cash flows will be exposed to changes in interest rates to the extent that we do not have effective hedging arrangements in place. We historically have not used interest rate swap agreements to hedge the variable cash flows

associated with the interest on our credit facilities. At November 3, 2018, the weighted average interest rate on our borrowings under our revolving credit facility was 3.98%. Based on a sensitivity analysis at November 3, 2018, assuming the amount outstanding under our revolving credit facility would be outstanding for a full year, a 100 basis point increase in interest rates would increase our annual interest expense by approximately \$2.5 million. We do not use derivative financial instruments for speculative or trading purposes. However, this does not preclude our adoption of specific hedging strategies in the future.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of the end of the period covered by this report, management, including our chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based upon and as of the date of the evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of November 3, 2018 to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and our chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the 13 weeks ended November 3, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject to various legal proceedings and claims, including employment claims, wage and hour claims, intellectual property claims, contractual and commercial disputes and other matters that arise in the ordinary course of our business. While the outcome of these and other claims cannot be predicted with certainty, we do not believe that the likelihood of a loss for any of these matters individually or in the aggregate is probable or reasonably estimable such that they will have a material adverse effect on our business, results of operations or financial condition.

ITEM 1A. RISK FACTORS

Our business faces significant risks and uncertainties. Certain important factors may have a material adverse effect on our business prospects, financial condition and results of operations, and you should carefully consider them. There have been no material changes in our assessment of our risk factors from those set forth in our Fiscal 2017 Form 10-K.

ITEM 6. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of Sportsman's Warehouse Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on June 11, 2014).
3.2	Amended and Restated Bylaws of Sportsman's Warehouse Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed on June 11, 2014).
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema Document.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

* Filed herewith.

** Furnished herewith

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, thereunto duly authorized.

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Date: November 29, 2018

By: _____ /s/ Jon Barker

Jon Barker
President and Chief Executive Officer
(Principal Executive Officer)

Date: November 29, 2018

By: _____ /s/ Kevan P. Talbot

Kevan P. Talbot
Chief Financial Officer and Secretary
(Principal Financial and Accounting Officer)

**Certification of Chief Executive Officer pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Jon Barker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sportsman's Warehouse Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 29, 2018

/s/ Jon Barker

Jon Barker

President and Chief Executive Officer

**Certification of Chief Financial Officer pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Kevan P. Talbot, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sportsman's Warehouse Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 29, 2018

/s/ Kevan P. Talbot

Kevan P. Talbot

Chief Financial Officer and Secretary
