

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Seidler Kutsenda Management Company, LLC</u> (Last) (First) (Middle) 4640 ADMIRALTY WAY, SUITE 1200 (Street) MARINA DEL REY CA 90292 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SPORTSMAN'S WAREHOUSE HOLDINGS, INC. [SPWH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/20/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/20/2018		S		50,000 ⁽¹⁾	D	\$5.6505 ⁽²⁾	3,997,652	I	See footnote 3 ⁽³⁾
Common Stock	06/21/2018		S		50,000 ⁽⁴⁾	D	\$5.65	3,947,652	I	See footnote 3 ⁽³⁾
Common Stock	06/22/2018		S		275,000 ⁽⁵⁾	D	\$5.7579 ⁽⁶⁾	3,672,652	I	See footnote 3 ⁽³⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person [*]		
Seidler Kutsenda Management Company, LLC		
(Last)	(First)	(Middle)
4640 ADMIRALTY WAY, SUITE 1200		
(Street)		
MARINA DEL REY	CA	90292
(City) (State) (Zip)		

1. Name and Address of Reporting Person [*]		
SEIDLER EQUITY PARTNERS III L P		
(Last)	(First)	(Middle)
4640 ADMIRALTY WAY, SUITE 1200		
(Street)		
MARINA DEL REY	CA	90292
(City) (State) (Zip)		

Explanation of Responses:

- Includes 46,679 shares of the Issuer's common stock sold by Seidler Equity Partners III, L.P. ("SEP III") and 3,321 shares of the Issuer's common stock sold by SK Capital Holdings, L.P. ("SK Capital"). The shares were sold pursuant to a Rule 10b5-1 plan previously entered into by SEP III and SK Capital.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.600 to \$5.705, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents the total beneficial ownership of shares of the Issuer's common stock owned by SEP III and SK Capital. Seidler Kutsenda Management Company ("SKMC") is the investment manager of SEP III and the general partner of SK Capital. SKMC, as the investment manager of SEP III and the general partner of SK Capital, has ultimate voting and dispositive power over all of the shares owned by SEP III and SK Capital. SKMC may be deemed, pursuant to Rule 13d-3 under the Exchange Act to beneficially own common stock held by SEP III and SK Capital. SKMC disclaims beneficial ownership of the shares of common stock, except to the extent of its indirect pecuniary interests, if any, in those shares. Mr. Christopher Eastland, a member of the Issuer's Board of Directors since August 2009, is a partner at SEP III and SK Capital.
- Includes 46,679 shares of the Issuer's common stock sold by SEP III and 3,321 shares of the Issuer's common stock sold by SK Capital. The shares were sold pursuant to a Rule 10b5-1 plan previously entered into by SEP III and SK Capital.
- Includes 256,735 shares of the Issuer's common stock sold by SEP III and 18,265 shares of the Issuer's common stock sold by SK Capital. The shares were sold pursuant to a Rule 10b5-1 plan previously entered into by SEP III and SK Capital.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.7000 to \$5.8250, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

Remarks:

Director by deputization

Eric Kutsenda	06/22/2018
Chris Eastland	06/22/2018
** Signature of Reporting Person	Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.