

Seidler Kutsenda Management Company, LLC  
 Form 4  
 June 12, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Seidler Kutsenda Management Company, LLC

2. Issuer Name and Ticker or Trading Symbol  
 SPORTSMAN'S WAREHOUSE HOLDINGS, INC. [SPWH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 4640 ADMIRALTY WAY, SUITE 1200

3. Date of Earliest Transaction (Month/Day/Year)  
 06/08/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
 MARINA DEL REY, CA 90292

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or Price   |  |   |
| Common Stock                    | 06/08/2018                           |  | S                              |   | 25,000<br>(1)   | D  | \$ 5.2669 4,497,652 I See footnote 2 (2)              |
| Common Stock                    | 06/11/2018                           |  | S                              |   | 125,000<br>(3)  | D  | \$ 5.2825 4,372,652 I See footnote 2 (2)              |
| Common Stock                    | 06/12/2018                           |  | S                              |   | 50,000<br>(4)   | D  | \$ 5.2215 4,322,652 I See footnote 2 (2)              |

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Seidler Kutsenda Management Company, LLC<br>4640 ADMIRALTY WAY, SUITE 1200<br>MARINA DEL REY, CA 90292 | X             | X         |         |       |
| SEIDLER EQUITY PARTNERS III L P<br>4640 ADMIRALTY WAY, SUITE 1200<br>MARINA DEL REY, CA 90292          | X             | X         |         |       |

## Signatures

Eric Kutsenda 06/12/2018

\*\*Signature of Reporting Person

Date

Chris Eastland 06/12/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Includes 23,340 shares of the Issuer's common stock sold by Seidler Equity Partners III, L.P. ("SEP III") and 1,660 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.

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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

- (2) 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.
- (3) Includes 116,698 shares of the Issuer's common stock sold by SEP III and 8,302 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.
- (4) 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.

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

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