

Talbot Kevan P
Form 4
April 03, 2019

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 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 *
Talbot Kevan P

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO & Secretary

C/O SPORTSMAN'S WAREHOUSE, 7035 HIGH TECH DRIVE

(Street)

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

MIDVALE, UT 84047

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/29/2019 | | A | 2,444 (1) A \$ 0 | 87,252.541 (2) (3) (4) | D | |
| Common Stock | | | | | 359,507 | I | By the Kevan P. Talbot Revocable Trust |
| Common Stock | | | | | 15,000 | I | By Pit Stop Properties, LLC (5) |

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

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(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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

Talbot Kevan P
C/O SPORTSMAN'S WAREHOUSE
7035 HIGH TECH DRIVE
MIDVALE, UT 84047

CFO & Secretary

Signatures

Kevan P Talbot 04/03/2019

__Signature of Date
Reporting Person

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).

On April 9, 2018 the Issuer awarded the Reporting Person restricted stock units subject to performance-based vesting requirements with respect to the Issuer's performance during fiscal year 2018. On March 29, 2019, it was determined that 2,444 restricted stock units subject to the award are eligible to vest based on the satisfaction of these requirements. The 2,444 restricted stock units remain subject to vesting conditions based on the Reporting Person's continued employment, with one-third of restricted such units scheduled to vest on each of April 16, 2019, April 16, 2020, and April 16, 2021.

(1) Includes 12,219 shares of restricted stock, which are scheduled to vest in equal installments on April 16, 2019, April 16, 2020 and April 16, 2021, subject to the Reporting Person's continued employment.

(3)

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Includes 9,041 shares of restricted stock, which are scheduled to on April 16, 2019, subject to the Reporting Person's continued employment.

- (4) Includes 33,333 restricted stock units, which are scheduled to vest in equal installments on April 16, 2019 and April 16, 2020, subject to the Reporting Person's continued employment. Each restricted stock unit represents the right to receive one share of the Issuer's common stock.

- (5) The Reporting Person, through his revocable trust, and his wife, through her revocable trust, are the sole general members of Pit Stop Properties, LLC (the "LLC"). The Reporting Person, his wife and four additional individuals have investor member interests in the LLC. The Reporting Person disclaims beneficial ownership of the common stock of the Issuer held by the LLC except to the extent of his pecuniary interest.

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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