

Seidler Kutsenda Management Company, LLC
 Form 4
 May 17, 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

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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)
 05/15/2018

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	05/15/2018		S		100,000 (1)	D	\$ 4.58 5,222,652 (2) I	See footnote 3 (3)
Common Stock	05/16/2018		S		150,000 (4)	D	\$ 4.7 5,072,652 I	See footnote 3 (3)

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

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SEC 1474 (9-02)

number.

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 4640 ADMIRALTY WAY, SUITE 1200 MARINA DEL REY, CA 90292	X	X		
SEIDLER EQUITY PARTNERS III L P 4640 ADMIRALTY WAY, SUITE 1200 MARINA DEL REY, CA 90292	X	X		

Signatures

Eric Kutsenda 05/17/2018
 **Signature of Reporting Person Date

Chris Eastland 05/17/2018
 **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 93,358.30 shares of the Issuer's common stock sold by Seidler Equity Partners III, L.P. ("SEP III") and 6,641.70 shares of the Issuer's common stock sold by SK Capital Holdings, L.P. ("SK Capital"). The shares were sold pursuant to a Rule 10b5-1 plan previously entered into by SEP III and SK Capital.
 - (2) Includes 353,514 shares of the Issuer's common stock held by SK Capital which were inadvertently omitted from the prior Form 4 filed by Seidler Kutsenda Management Company ("SKMC"). SK Capital received the 353,514 shares as part of the previously disclosed pro rata distribution by SEP SWH Holdings, LP. and New SEP SWH Holdings, L.P. to their respective limited partners.

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- Represents the total beneficial ownership of shares of the Issuer's common stock owned by SEP III and SK Capital. 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.
- (3)
- (4) Includes 140,037.45 shares of the Issuer's common stock sold by SEP III and 9,962.55 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.