

Seidler Kutsenda Management Company, LLC

Form 4

June 18, 2018

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

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

OMB APPROVAL

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(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)
06/14/2018

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

(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

MARINA DEL REY, CA 90292

(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 (A) or (D)	Price			
Common Stock	06/14/2018		S		90,000 (1)	D \$ 5.4067 (2)	4,232,652	I	See footnote 3 (3)
Common Stock	06/15/2018		S		160,000 (4)	D \$ 5.4562 (5)	4,072,652	I	See footnote 3 (3)
Common Stock	06/18/2018		S		25,000 (6)	D \$ 5.5146 (7)	4,047,652	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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(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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			
SEIDLER EQUITY PARTNERS III L P 4640 ADMIRALTY WAY, SUITE 1200 MARINA DEL REY, CA 90292	X			

Signatures

/s/ Eric
Kutsenda 06/18/2018

__Signature of
Reporting Person Date

/s/ Chris
Eastland 06/18/2018

__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 84,022 shares of the Issuer's common stock sold by Seidler Equity Partners III, L.P. ("SEP III") and 5,978 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.3650 to \$5.4300, 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.

(3) 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.

(4) Includes 149,373 shares of the Issuer's common stock sold by SEP III and 10,627 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.450 to \$5.505, 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.

(6) Includes 23,340 shares of the Issuer's common stock sold by SEP III and 1,660 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.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.500 to \$5.560, 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

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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