

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 4

January 06, 2016

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)
12/22/2015

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

C/O SPORTSMAN'S WAREHOUSE HOLDINGS, INC., 7035 SOUTH 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/22/2015		G ⁽¹⁾	V 60,000 D \$ 0	374,307	I	By The Kevan P. Talbot Revocable Trust
Common Stock	12/22/2015		G ⁽¹⁾	V 60,000 A \$ 0	60,000	I	By Pit Stop Properties, LLC
	12/31/2015		G	V 30,000 D \$ 0	60,000 ⁽²⁾	I	

Common Stock										By Pit Stop Properties, LLC
Common Stock	12/31/2015		G	V	4,277	D	\$ 0	60,000 ⁽³⁾	I	By Pit Stop Properties, LLC
Common Stock	01/04/2016		G	V	4,354	D	\$ 0	60,000 ⁽⁴⁾	I	By Pit Stop Properties, LLC

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

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 control number.

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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 Following Reported Transaction (Instr. 6)
				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 HOLDINGS, INC. 7035 SOUTH HIGH TECH DRIVE MIDVALE, UT 84047			CFO & Secretary	

Signatures

/s/ Kevan P. Talbot
Date: 01/06/2016

Signature of
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).
- (1) The reporting person transferred 60,000 shares to Pit Stop Properties, LLC (the "LLC"), a limited liability company of which the reporting person, through his revocable trust, was the sole general member and investor member at the date of the transfer.

Represents a separate gift of general and investor member interests in the LLC to the reporting person's wife, through her revocable trust.
- (2) The gift represented a 1.0% general member interest and a 49.0% investor member interest in the LLC. The reporting person disclaims beneficial ownership of the Issuer's common stock held by the LLC except to the extent of his pecuniary interest.

Represents separate gifts of investor member interests in the LLC to four individuals. Each gift represented a 1.7823% investor member interest in the LLC. The reporting person disclaims beneficial ownership of the Issuer's common stock held by the LLC except to the extent of his pecuniary interest.
- (3) interest in the LLC. The reporting person disclaims beneficial ownership of the Issuer's common stock held by the LLC except to the extent of his pecuniary interest.

Represents separate gifts of investor member interests in the LLC to four individuals. Each gift represented a 1.81415% investor member interest in the LLC. The reporting person disclaims beneficial ownership of the Issuer's common stock held by the LLC except to the extent of his pecuniary interest.
- (4)

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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