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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 6, 2016**

**SPORTSMAN'S WAREHOUSE HOLDINGS,  
INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36401**  
(Commission  
File Number)

**39-1975614**  
(IRS Employer  
Identification No.)

**7035 South High Tech Drive**  
**Midvale, Utah**  
(Address of principal executive offices)

**84047**  
(Zip Code)

**Registrant's telephone number, including area code (801) 566-6681**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02  
Principal**

**Departure of Directors or Principal Officers; Election of Directors; Appointment of  
Officers.**

On December 6, 2016, Sportsman’s Warehouse Holdings, Inc. (the “Company”) entered into a letter agreement (the “Letter Agreement”) with Kevan P. Talbot, the Company’s Chief Financial Officer, to amend the terms of the Employment Agreement, dated January 21, 2014, previously entered into between the Company and Mr. Talbot (the “Employment Agreement”). The Letter Agreement extends the term of Mr. Talbot’s employment with the Company under the Employment Agreement from January 31, 2017 to February 2, 2019.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is being filed as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 10.1	Letter Agreement, dated December 6, 2016, between Sportsman’s Warehouse Holdings, Inc. and Kevan P. Talbot

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 6, 2016

**SPORTSMAN'S WAREHOUSE  
HOLDINGS, INC.**

By: /s/ John Schaefer  
Name: John Schaefer  
Title: President and Chief Executive  
Officer

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December 6, 2016

Mr. Kevan P. Talbot

Re: Employment Agreement

Dear Kevan:

This letter confirms our agreement as to the extension, as set forth below, of the "Period of Employment" under your Employment Agreement dated January 21, 2014 with Sportsman's Warehouse Holdings, Inc. (your "Employment Agreement").

The first sentence of Section 1.3 of your Employment Agreement is hereby amended to read as follows:

"The "Period of Employment" shall commence on the Effective Date and shall continue through, and end with, February 2, 2019, subject to extension by mutual written agreement."

Except as set forth above, your Employment Agreement continues in effect.

If this letter agreement accurately reflects our entire understanding and agreement regarding these matters, please sign this letter agreement in the space indicated below.

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

By: John V. Schaefer  
John V. Schaefer

Title: Chief Executive Officer and President

ACCEPTED AND AGREED:

/s/ Kevan P. Talbot  
Kevan P. Talbot

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