

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Seidler Kutsenda Management Company, LLC</u> (Last) (First) (Middle) 4640 ADMIRALTY WAY, SUITE 1200 (Street) MARINA DEL REY CA 90292 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SPORTSMAN'S WAREHOUSE HOLDINGS, INC. [SPWH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2016	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	12/28/2016		J		4,155,448 ⁽¹⁾	D	\$0	0	I	See footnote 2 ⁽²⁾
Common Stock	12/28/2016		J		4,243,863 ⁽³⁾	D	\$0	0	I	See footnote 4 ⁽⁴⁾
Common Stock	12/28/2016		J		4,969,138 ⁽⁵⁾	A	\$0	4,969,138	I	See footnote 6 ⁽⁶⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Seidler Kutsenda Management Company, LLC
 (Last) (First) (Middle)
 4640 ADMIRALTY WAY, SUITE 1200
 (Street)
 MARINA DEL REY CA 90292
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
New SEP SWH Holdings, L.P.
 (Last) (First) (Middle)
 4640 ADMIRALTY WAY, SUITE 1200
 (Street)
 MARINA DEL REY CA 90292
 (City) (State) (Zip)

REY

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEP SWH Holdings GP, LLC](#)

(Last) (First) (Middle)

4640 ADMIRALTY WAY, SUITE 1200

(Street)

MARINA DEL REY CA 90292

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEP SWH Holdings, L.P.](#)

(Last) (First) (Middle)

4640 ADMIRALTY WAY, SUITE 1200

(Street)

MARINA DEL REY CA 90292

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEIDLER EQUITY PARTNERS III L P](#)

(Last) (First) (Middle)

4640 ADMIRALTY WAY, SUITE 1200

(Street)

MARINA DEL REY CA 90292

(City) (State) (Zip)

Explanation of Responses:

1. SEP SWH Holdings, L.P. conducted a pro rata distribution to its limited partners of all shares of the Issuer's common stock owned by it.
2. Represents the beneficial ownership of shares of the Issuer's common stock owned by SEP SWH Holdings, L.P.
3. New SEP SWH Holdings, L.P. conducted a pro rata distribution to its limited partners of all shares of the Issuer's common stock owned by it
4. Represents the beneficial ownership of shares of the Issuer's common stock owned by New SEP SWH Holdings, L.P.
5. As part of the pro rata distribution by SEP SWH Holdings, L.P. and New SEP SWH Holdings, L.P. to their respective limited partners, Seidler Equity Partners III, L.P. received 2,493,269 and 2,475,869 shares of the Issuer's common stock, respectively. In prior reports, Seidler Equity Partners III, L.P. reported indirect beneficial ownership of all shares of the Issuer's common stock owned by SEP SWH Holdings, L.P. and New SEP SWH Holdings, L.P.
6. Represents the beneficial ownership of shares of the Issuer's common stock owned by Seidler Equity Partners III, L.P.

Remarks:

Please see Exhibit 99

Eric Kutsenda	12/28/2016
Chris Eastland	12/29/2016
Chris Eastland	12/28/2016
Chris Eastland	12/28/2016
Chris Eastland	12/28/2016

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

This Form 4 is being filed by (i) Seidler Kutsenda Management Company, LLC ("SKMC"), (ii) Seidler Equity Partners III, L.P. ("SEP III"), (iii) SEP SWH Holdings GP, LLC ("SEP GP"), (iv) SEP SWH Holdings, L.P. ("SEP"), and (v) New SEP SWH Holdings, L.P. ("New SEP", and together with SKMC, SEP III, SEP GP, and SEP, the "Reporting Persons").

Prior to the distribution reported on this Form 4, SEP and New SEP each held of record shares of the Issuer's common stock. SEP GP is the general partner of both SEP and New SEP, SEP III is the sole member of SEP GP, and SKMC is the investment manager of SEP III. SEP GP, SEP III and SKMC were deemed to have beneficial ownership over all shares held by SEP and New SEP.

Each of SEP and New SEP conducted a pro rata distribution to its limited partners of all shares of the Issuer's common stock owned by it. After the distributions, neither SEP nor NEW SEP hold any shares of the Issuer's common stock and neither are deemed to beneficially own any shares of the Issuer's common stock. SEP GP is also no longer deemed to have beneficial ownership over any shares of the Issuer's common stock after the distributions by SEP and New SEP. The amount of securities reported as beneficially owned after the distribution represents the shares of the Issuer's common stock held of record by SEP III, which SEP III received as a limited partner of each of SEP and New SEP.

SKMC, as the investment manager of SEP III, has ultimate voting and dispositive power over all of the shares owned by SEP III. SKMC's Investment Committee makes all voting, investment and disposition decisions on behalf of SKMC. That committee is comprised of Peter Seidler, Robert Seidler and Eric Kutsenda. None of these individuals individually exercises control over SKMC, and therefore, each of them disclaims beneficial ownership over the shares owned by SEP III, except to the extent of their respective indirect pecuniary interests, if any, in those shares. SKMC and SEP III are 10% or more beneficial owners of the Issuer's common stock. The Reporting Persons also may be deemed a director as they have a representative serving on the Issuer's board of directors. Christopher Eastland currently serves as a representative of the Reporting Persons on the Issuer's board of directors. SKMC may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended to beneficially own the Issuer's common stock reported herein and held by SEP III and SKMC disclaims beneficial ownership of the shares of the Issuer's common stock reported herein, except to the extent of its indirect pecuniary interests therein, if any, in those shares.