

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
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1. Name and Address of Reporting Person* <u>Talbot Kevan P</u> (Last) (First) (Middle) <u>C/O SPORTSMAN'S WAREHOUSE</u> <u>7035 HIGH TECH DRIVE</u> (Street) <u>MIDVALE UT 84047</u> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO & Secretary
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/20/2016		G	V	4,000	D	\$0	368,807	I	By the Kevan P. Talbot Revocable Trust
Common Stock	12/22/2016		P		4,000	A	\$9.4	372,807	I	By the Kevan P. Talbot Revocable Trust
Common Stock								34,486.984 ⁽¹⁾⁽²⁾	D	
Common Stock								15,000	I	By Pit Stop Properties, LLC ⁽³⁾

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					

Explanation of Responses:

- Includes 21,700 shares of restricted stock, which are scheduled to vest as to one-third of the shares awarded on each of the first, second and third anniversaries of the April 16, 2016 grant date, subject to the Reporting Person's continued employment.
- Includes 10,849 shares of restricted stock granted by the Issuer to the Reporting Person on April 16, 2016. The restricted stock is subject to performance-based vesting requirements determined with respect to the Issuer's performance during fiscal year 2016. The maximum number of shares subject to the award are reported in the table above and the "target" number of shares subject to the award is two-thirds of the maximum number reported. Following the end of the performance period, the number of shares eligible to vest, based on actual performance, will be between zero and the maximum number of shares reported. The shares eligible to vest based on performance will then vest, subject to the Reporting Person's continued employment, as to one-third of such shares following the end of the performance period and as to an additional one-third of such shares on each of the second and third anniversaries of the grant date.
- The Reporting Person, through his revocable trust, and his wife, through her revocable trust, are the sole general members of Pit Stop Properties, LLC (the "LLC"). The Reporting Person, his wife and four additional individuals have investor member interests in the LLC. The Reporting Person disclaims beneficial ownership of the common stock of the Issuer held by the LLC except to the extent of his pecuniary interest.

Kevan P Talbot 12/23/2016
 ** 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.