

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 HOLDINGS, INC.</u> <u>7035 SOUTH 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>12/22/2015</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	12/22/2015		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
Common Stock	12/31/2015		G	V	30,000	D	\$0	60,000 ⁽²⁾	I	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

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:

- 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. 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.
- 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.

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.