Seidler Kutsenda Management Company, LLC
Form 4
August 20, 2018

FORM 4

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

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

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).

(Print or Type Responses)

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)

2. Issuer Name **and** Ticker or Trading Symbol
SPORTSMAN'S WAREHOUSE HOLDINGS, INC. [SPWH]

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	08/16/2018		S		20,000 (1)	D	$ 5.2032 (2)	620,000	I	See footnote 3 and 4 (3) (4)
Common Stock	08/17/2018		S		20,000 (5)	D	$ 5.2641 (6)	600,000	I	See footnote 3 and 4 (3) (4)

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
Seidler Kutsenda Management Company, LLC 4640 ADMIRALTY WAY, SUITE 1200 MARINA DEL REY, CA 90292	X			
SEIDLER EQUITY PARTNERS III L P 4640 ADMIRALTY WAY, SUITE 1200 MARINA DEL REY, CA 90292	X			

Signatures

Eric Kutsenda	08/20/2018
**Signature of Reporting Person	Date
Chris Eastland	08/20/2018
**Signature of Reporting Person	Date

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) Includes 18,672 shares of the Issuer's common stock sold by Seidler Equity Partners III, L.P. ("SEP III") and 1,328 shares of the Issuer's common stock sold by SK Capital Holdings. L.P. ("SK Capital"). The shares were sold pursuant to a Rule 10b5-1 plan previously entered into by SEP III and SK Capital.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $5.20 to $5.215, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(3) Represents the total beneficial ownership of shares of the Issuer's common stock owned by SEP III and SK Capital. SEM III, LLC ("SEM III") is the general partner of SEP III and Omnibus GP, LLC ("Omnibus GP") is the general partner of SK Capital. In addition, Seidler Kutsenda Management Company, LLC ("SKMC") serves as the investment manager of SEP III. SEM III and Omnibus GP, as the general partners of SEP III and SK Capital, respectively, have ultimate voting and dispositive power over all of the shares owned by SEP III and SK Capital, respectively. SEM III and SKMC may be deemed, pursuant to Rule 13d-3 under the Exchange Act to beneficially own the common stock held by SEP III, and Omnibus GP may be deemed, pursuant to Rule 13d-3 under the Exchange Act to beneficially own the common stock held by SK Capital. SEM III, Omnibus GP and SKMC disclaim beneficial ownership of the shares of common stock held by SEP III and SK Capital, as applicable, except to the extent of their indirect...

(4) ..pecuniary interests, if any, in those shares. Mr. Christopher Eastland, a member of the issuer's Board of Directors since August 2009, is an officer of SK Capital and SEM III.

(5) Includes 18,672 shares of the Issuer's common stock sold by SEP III and 1,328 shares of the Issuer's common stock sold by SK Capital Holdings. L.P. ("SK Capital"). The shares were sold pursuant to a Rule 10b5-1 plan previously entered into by SEP III and SK Capital.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $5.25 to $5.28, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

Remarks:

Director by deputization

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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