

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 8-K/A

November 20, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 19, 2015**

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

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-36401**

(Commission File Number)

**39-1975614**

(I.R.S. Employer Identification No.)

**7035 South High Tech Drive,**

**84047**

**Midvale, Utah**

(Address of Principal Executive Offices) (Zip Code)

**(801) 566-6681**

(Registrant's Telephone Number, Including Area Code)

**(Not Applicable)**

(Former Name or Former Address, if Changed Since Last Report)

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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 240.425)

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))

## **EXPLANATORY NOTE**

On November 20, 2015, Sportsman's Warehouse Holdings, Inc. (the "Company") issued a revised version of its earnings release for the third quarter ended October 31, 2015 to correct an error in the guidance provided for the fourth quarter and fiscal year 2015. The original version of the earnings release provided incorrect numbers for the high and low ranges of adjusted net income for fiscal year 2015. Additionally, the original version of the earnings release did not clarify that the guidance for fiscal 2015 and the fourth quarter of fiscal 2015 was being provided on an adjusted, non-GAAP basis. This Current Report on Form 8-K/A is being provided solely to furnish the revised version of the earnings release.

### **Item 2.02 Results of Operations and Financial Condition.**

On November 19, 2015, the Company issued a press release reporting its results of operations for the fiscal quarter ended October 31, 2015. The Company subsequently issued, on November 20, 2015, a corrective release with respect to its disclosure of guidance for the fourth quarter and fiscal year 2015. A copy of the corrective press release is attached as Exhibit 99.1 to this Current Report on Form 8-K/A and is incorporated herein by reference.

The information in this Form 8-K/A and the related information in the exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section and shall not be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in any such filing.

### **Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

99.1 Corrective press release of Sportsman's Warehouse Holdings, Inc., dated November 20, 2015.

**SIGNATURE**

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

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Date: November 20, 2015      By: /s/ Kevan P. Talbot  
Kevan P. Talbot  
Chief Financial Officer and Secretary