

Barker Jon
Form 4
April 03, 2019

FORM 4

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

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

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Barker Jon

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SPORTSMAN'S
WAREHOUSE, 7035 SOUTH HIGH
TECH DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2019

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

(Street)
MIDVALE, UT 84047

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 or Disposed of (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)
Common Stock	03/29/2019		A	(A) or (D) Amount 18,839 (1)	Price \$ 0 (2) (3)	265,947.68 (2) (3)	D
Common Stock					23,623 (4)	I	Shares Household

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

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SEC 1474
(9-02)

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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 Own 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
Barker Jon C/O SPORTSMAN'S WAREHOUSE 7035 SOUTH HIGH TECH DRIVE MIDVALE, UT 84047	X		President and CEO	

Signatures

Jon Barker 04/03/2019

__Signature of Date
Reporting Person

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).

On April 9, 2018 the Issuer awarded the Reporting Person restricted stock units subject to performance-based vesting requirements with respect to the Issuer's performance during fiscal year 2018. On March 29, 2019, it was determined that 18,839 restricted stock units

(1) subject to the award are eligible to vest based on the satisfaction of these requirements. The 18,839 restricted stock units remain subject to vesting conditions based on the Reporting Person's continued employment, with one-third of restricted such units scheduled to vest on each of April 16, 2019, April 16, 2020, and April 16, 2021.

Includes 94,195 restricted stock units which are scheduled to vest in equal installments on April 16, 2019, April 16, 2020 and April 16, 2021, subject to the Reporting Person's continued employment. Each restricted stock unit represents the right to receive one share of the Issuer's common stock.

Includes 101,010 restricted stock units which are scheduled to vest in equal installments on April 16, 2019 and April 16, 2020, subject to the Reporting Person's continued employment. Each restricted stock unit represents the right to receive one share of the Issuer's common stock.

Represents shares of the Issuer's common stock held by Karen Seaman with whom the Reporting Person shares a household. The

(4) Reporting Person disclaims beneficial ownership of these shares of the Issuer's common stock, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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