

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 8-K

November 01, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 29, 2018

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

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|                              |              |                     |
|------------------------------|--------------|---------------------|
| Delaware                     | 001-36401    | 39-1975614          |
| (State or other jurisdiction | (Commission  | (IRS Employer       |
| of incorporation)            | File Number) | Identification No.) |

|  |            |
|--|------------|
| 7035 South High Tech Drive               |            |
| Midvale, Utah                            | 84047      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code (801) 566-6681

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 (see General Instruction A.2 below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act:

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On October 29, 2018, the Board of Directors of Sportsman's Warehouse Holdings, Inc. (the "Company") appointed Richard McBee to serve on the Board of Directors as an independent Class II director, effective November 4, 2018, to serve until the Company's 2019 annual meeting of stockholders and until his successor is duly elected and qualified. The appointment of Mr. McBee fills a newly created vacancy on the Board of Directors resulting from an increase in the size of the Board of Directors to seven directors. No determination has been made as to any committees of the Board of Directors on which Mr. McBee may serve.

In connection with his service as a director, Mr. McBee will receive the Company's standard non-employee director cash and equity compensation, which is described in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 11, 2018. In addition, Mr. McBee will receive an annual grant of restricted stock units for fiscal 2018 with a fair market value equal to \$75,000, which will be pro-rated for fiscal 2018.

There is no arrangement or understanding between Mr. McBee and any other persons pursuant to which Mr. McBee was appointed as a director, and Mr. McBee has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure

On November 1, 2018, the Company issued a press release announcing the appointment of Mr. McBee to the Board of Directors as set forth in Item 5.02 of this Current Report on Form 8-K.

A copy of the press release is furnished as Exhibit 99.1 hereto. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are being filed as part of this report:

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| Exhibit No.  | Description                          |
|--------------|--------------------------------------|
| Exhibit 99.1 | Press release dated November 1, 2018 |

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SIGNATURES

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

SPORTSMAN'S WAREHOUSE HOLDINGS,  
INC.

By: /s/ Kevan P. Talbot  
Name: Kevan P. Talbot  
Title: Secretary and Chief Financial Officer

Date: November 1, 2018

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