

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.  
Form 8-K  
May 29, 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): May 23, 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 5.07 Submission of Matters to a Vote of Security Holders.

On May 23, 2018, Sportsman's Warehouse Holdings, Inc. (the "Company") held its 2018 annual meeting of stockholders. At the annual meeting, stockholders voted on the matters disclosed in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 11, 2018. The final voting results for the matters submitted to a vote of stockholders are provided below.

Proposal 1: Election of Directors

The Company's stockholders elected the individuals below to serve as Class I directors until the Company's 2021 annual meeting of stockholders and until their respective successors are duly elected and qualified.

| Nominee              | Votes For  | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| Joseph Schneider     | 30,504,602 | 1,073,938      | 7,040,726        |
| Christopher Eastland | 31,111,408 | 467,132        | 7,040,726        |

Proposal 2: Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2018.

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 38,428,035 | 173,515       | 17,716      |

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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: May 29, 2018

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