

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.  
Form 8-K  
June 29, 2015

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): June 29, 2015

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

1-36401  
(Commission File Number)

39-1975614  
(I.R.S. Employer Identification No.)

7035 South High Tech Drive,

Midvale, Utah  
(Address of Principal Executive Offices)

84047  
(Zip Code)

(801) 566-6681

(Registrant's Telephone Number, Including Area Code)

(Not Applicable)

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(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))

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Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 24, 2015, Sportsman’s Warehouse Holdings, Inc. (the “Company”) held its 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 30, 2015. The final voting results for the matters submitted to a vote of stockholders are provided below.

The total number of shares present in person or by proxy was equal to 92.9% of the outstanding shares of the Company’s common stock entitled to vote at the annual meeting, thereby constituting a quorum for the purpose of the annual meeting. Abstentions and broker non-votes were counted for purposes of determining whether a quorum was present.

The results of the vote for each proposal were as follows below:

Proposal 1: Election of Directors

The Company’s stockholders elected the two individuals below to serve as Class I directors until the Company’s 2018 annual meeting of stockholders and until their successors are duly elected and qualified.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Christopher Eastland	36,240,478	255,225	2,521,339
Joseph P. Schneider	35,322,052	1,173,651	2,521,339

Proposal 2: Approval of Sportsman’s Warehouse Holdings, Inc. Employee Stock Purchase Plan

The Company’s stockholders approved the Sportsman’s Warehouse Holdings, Inc. Employee Stock purchase plan.

Votes For	Votes Against	Abstentions	Broker Non-Votes
36,473,345	17,167	5,191	2,521,339

Proposal 3: 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 2015.

Votes For	Votes Against	Abstentions
38,988,723	4,522	23,797

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.

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

Date: June 29, 2015