

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.
Form DEF 14A
April 05, 2017

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only
(as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.
(Name of Registrant as Specified In Its Charter)

Not applicable
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount previously paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-

April 5, 2017

Dear Fellow Stockholder:

You are cordially invited to attend our Annual Meeting of Stockholders on Thursday, May 18, 2017, at 8:00 a.m. Mountain Time, at Sportsman's Warehouse Holdings, Inc., 7035 South High Tech Drive, Midvale, UT 84047.

Details of the business to be conducted at the Annual Meeting are set forth in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. Only stockholders of record at the close of business on March 24, 2017 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements of the meeting.

We are pleased to take advantage of the Securities and Exchange Commission rule that allows us to furnish proxy materials to our stockholders over the Internet. On or about April 7, 2017, we are first mailing a Notice of Internet Availability of Proxy Materials to most of our stockholders instead of a printed copy of the Proxy Statement and our Annual Report for the fiscal year ended January 28, 2017. The Notice contains instructions for our stockholders on how to access our Proxy Statement and Annual Report over the Internet and vote their shares. On the date of mailing of the Notice, all stockholders and beneficial owners will have the ability to access all of the proxy materials on a website referred to in the Notice. These proxy materials will be available free of charge. All stockholders who do not receive a Notice will receive a printed copy of the proxy materials by mail.

The Notice of Internet Availability of Proxy Materials also contains instructions to allow you to request printed copies of the proxy materials, including the Proxy Statement, our 2016 Annual Report and a proxy card or voting instruction form.

Whether or not you plan to attend the Annual Meeting, we encourage you to vote on the matters presented. You may vote your proxy via the Internet or by telephone. If you request a printed copy of your proxy materials, you may also vote by mail by signing, dating, and returning your proxy card or voting instruction form in the envelope provided. If you decide to attend the Annual Meeting, you will be able to vote in person, even if you have previously submitted your proxy.

Thank you for your continued support and interest in Sportsman's Warehouse.

Sincerely,
John V. Schaefer
Chief Executive Officer

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.
7035 SOUTH HIGH TECH DRIVE
MIDVALE, UT 84047

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 18, 2017

The 2017 Annual Meeting of Stockholders (the "Annual Meeting") of Sportsman's Warehouse Holdings, Inc. (the "Company") will be held at Sportsman's Warehouse Holdings, Inc., 7035 South High Tech Drive, Midvale, UT 84047, on Thursday, May 18, 2017, at 8:00 a.m. Mountain Time. The purposes of the Annual Meeting are to:

1. Elect the directors named in the accompanying Proxy Statement to serve until the Company's 2020 annual meeting of stockholders and until their respective successors are duly elected and qualified;
2. Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2017; and
3. Transact such other business as may properly come before the meeting or any postponements or adjournments thereof.

Each outstanding share of the Company's common stock entitles the holder of record at the close of business on March 24, 2017, the record date, to receive notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof. Shares of the Company's common stock can be voted at the Annual Meeting in person or by valid proxy.

A list of all stockholders entitled to vote at the Annual Meeting will be available for examination at the Company's Corporate Headquarters located at 7035 South High Tech Drive, Midvale, Utah 84047 for ten days before the Annual Meeting between 8:00 a.m. and 5:00 p.m. Mountain Time and during the Annual Meeting.

Whether or not you plan to attend the Annual Meeting, we encourage you to vote your shares by proxy to help ensure the presence of a quorum at the Annual Meeting. You are urged to submit your proxy or voting instructions electronically or by telephone by following the instructions on your Notice of Internet Availability of Proxy Materials or, if you received a printed copy of the proxy materials, on your proxy card or voting instruction form. If you request a printed copy of your proxy materials, you may also vote by mail by signing, dating, and returning your proxy card or voting instruction form in the envelope provided. Voting now will not limit your right to change your vote or to attend the Annual Meeting.

By order of the Board of Directors,
Kevan P. Talbot
Chief Financial Officer and Secretary

April 5, 2017

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SPORTSMAN'S WAREHOUSE HOLDINGS, INC.
7035 SOUTH HIGH TECH DRIVE
MIDVALE, UT 84047

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 18, 2017

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "Board") of Sportsman's Warehouse Holdings, Inc. (the "Company") from the holders of shares of common stock, par value \$0.01 per share (the "Common Stock") of the Company to be voted at the Annual Meeting of Stockholders to be held on Thursday, May 18, 2017, at 8:00 a.m. Mountain Time at Sportsman's Warehouse Holdings, Inc., 7035 South High Tech Drive, Midvale, UT 84047 (the "Annual Meeting"), and at any and all postponements or adjournments of the Annual Meeting. The approximate date on which these proxy materials are first being sent or made available to our stockholders is April 7, 2017.

The terms "we," "our," "us," "Sportsman's Warehouse," or the "Company" refer to Sportsman's Warehouse Holdings, Inc. and its subsidiaries.

IMPORTANT NOTICE REGARDING INTERNET AVAILABILITY OF PROXY MATERIALS

This Proxy Statement and our Annual Report on Form 10-K for the year ended January 28, 2017 (the "2016 Annual Report") are available on the Internet at proxypush.com/spwh. These materials are also available on our corporate website at investors.sportsmanswarehouse.com.

EXPLANATORY NOTE

We are an "emerging growth company," as defined in the Jumpstart Our Business Startups Act (the "JOBS Act"). As an emerging growth company, we provide in this Proxy Statement the scaled disclosure permitted under the JOBS Act. In addition, as an emerging growth company, we are not required to conduct votes seeking approval, on an advisory basis, of the compensation of our named executive officers or the frequency with which such votes must be conducted.

Under the JOBS Act, we will remain an "emerging growth company" until the earliest of: (i) the last day of the fiscal year during which we have total annual gross revenue of \$1 billion or more; (ii) the last day of the fiscal year following the fifth anniversary of the closing of our initial public offering on April 23, 2014 (the "IPO"); (iii) the date on which we have, during the previous three-year period, issued more than \$1 billion in non-convertible debt; and (iv) the date on which we are deemed to be a "large accelerated filer" under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (we will qualify as a large accelerated filer as of the first day of the first fiscal year after we have more than \$700 million in outstanding common equity held by our non-affiliates and which is measured each year on the last day of our immediately preceding second fiscal quarter).

VOTING INFORMATION

Why did I receive only a Notice of Internet Availability of Proxy Materials?

As permitted by the Securities and Exchange Commission (the "SEC"), we are furnishing to most of stockholders our Notice of Annual Meeting, Proxy Statement and 2016 Annual Report primarily over the Internet. On or about April 7, 2017, we mailed to most of our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") instead of printed copies of our proxy materials, which contains instructions on how

stockholders can access and review the proxy materials via the Internet and vote their shares. The Notice of Internet Availability also contains instructions on how to request, free of charge, paper copies of the proxy materials. All stockholders who do not receive a Notice of Internet Availability will receive a printed copy of the proxy materials by mail.

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We believe the delivery options that we have chosen will allow us to provide our stockholders with the proxy materials they need, while lowering the cost of the delivery of the materials and reducing the environmental impact of printing and mailing printed copies.

What is the purpose of the Annual Meeting?

At the Annual Meeting, stockholders will act on the following matters:

1. Elect the directors named in the accompanying Proxy Statement to serve until the Company's 2020 annual meeting of stockholders and until their respective successors are duly elected and qualified; and
2. Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2017.

Stockholders will also be asked to consider and transact such other business as may properly come before the Annual Meeting or any postponement or adjournment of the meeting.

Who may vote?

Only holders of record of our Common Stock, at the close of business on the record date, March 24, 2017 (the "Record Date"), are entitled to notice of and to vote at the Annual Meeting. Holders of Common Stock are entitled to cast one vote for each share held by them on each matter to be voted upon. As of the Record Date, there were 42,269,940 shares of Common Stock issued and outstanding. The Common Stock is the only class of securities of the Company authorized to vote. Under our Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") and applicable law, a stockholder is not entitled to cumulative voting rights in the election of directors.

Who counts the votes?

Votes at the Annual Meeting will be tabulated by a representative of Wells Fargo Shareowner Services, who will serve as the Inspector of Elections.

Who can attend the Annual Meeting?

All stockholders as of the close of business on the Record Date, or their duly appointed proxies, may attend the Annual Meeting, and each may be accompanied by one guest. Registration and seating will begin at 7:30 a.m. Mountain Time. The use of cameras, recording devices, cell phones, and other electronic devices is strictly prohibited at the Annual Meeting. If your shares are held in street name and you want to vote in person at the Annual Meeting, you will also need to obtain a "legal proxy" from the bank, broker, or other nominee that holds your shares indicating that you were the beneficial owner of the shares on the Record Date and giving you the right to vote the shares at the Annual Meeting.

Please note that if you hold your shares in "street name" (that is, through a bank, broker or other nominee) you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the Record Date and check in at the registration desk at the Annual Meeting.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of Common Stock issued and outstanding and entitled to vote at the Annual Meeting on the Record Date will constitute a quorum, permitting

Sportsman's Warehouse to conduct its business at the Annual Meeting. Abstentions and broker non-votes will be counted for the purpose of determining whether a quorum is present.

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What vote is required for adoption or approval of each matter to be voted on?

Proposal	Vote Required	Board's Recommendation
Election of Directors	Determined by plurality of the votes cast in respect of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the election of directors. A plurality vote requirement means that the three director nominees with the greatest number of votes cast, even if less than a majority, will be elected. There is no cumulative voting.	"For" all the director nominees named in this Proxy Statement
Ratification of the Appointment of Independent Registered Public Accounting Firm	Majority of the shares present in person or represented by proxy and entitled to vote on the matter	"For" the ratification of the appointment of KPMG LLP

What are my choices for casting my vote on each matter to be voted on?

Proposal	Voting Options	Effect of Abstentions	Broker Discretionary Voting Allowed?	Effect of Broker Non-Votes
Election of Directors	"For All" or "Withhold All" nominees or "For All Except" one or more of the director nominees	Not counted as a "vote cast"	No	Not counted as a "vote cast"