

---

---

**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**

**March 5, 2013**

**Date of Report (Date of earliest event reported)**

---

**Smith & Wesson Holding Corporation**

(Exact Name of Registrant as Specified in Charter)

**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**001-31552**  
(Commission  
File Number)

**87-0543688**  
(IRS Employer  
Identification No.)

**2100 Roosevelt Avenue  
Springfield, Massachusetts  
01104**  
(Address of Principal Executive Offices) (Zip Code)

**(800) 331-0852**  
(Registrant's telephone number, including area code)

---

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))
- 
-

**Item 7.01 Regulation FD Disclosure.**

We are furnishing this Current Report on Form 8-K in connection with the disclosure of information, in the form of the textual information from a PowerPoint presentation to be given at meetings with institutional investors or analysts. This information may be amended or updated at any time and from time to time through another Form 8-K, a later company filing, or other means. The PowerPoint presentation attached as Exhibit 99.1 to this Current Report on Form 8-K updates and replaces in its entirety all prior PowerPoint presentations filed by us, including the PowerPoint presentation filed as Exhibit 99.1 to the Current Report on Form 8-K dated February 7, 2013, which was filed with the Securities and Exchange Commission on February 7, 2013.

The information in this Current Report on Form 8-K (including the exhibit) is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in the Report that is required to be disclosed solely by Regulation FD.

We do not have, and expressly disclaim, any obligation to release publicly any updates or any changes in our expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

The text included with this Report on Form 8-K is available on our website located at [www.smith-wesson.com](http://www.smith-wesson.com), although we reserve the right to discontinue that availability at any time.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits.*

Exhibit  
Number

Exhibits

99.1 Smith & Wesson presentation dated March 2013.

**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.

**SMITH & WESSON HOLDING CORPORATION**

Date: March 5, 2013

By: /s/ Jeffrey D. Buchanan

Jeffrey D. Buchanan

Executive Vice President, Chief Financial Officer, and Treasurer

---

**EXHIBIT INDEX**

99.1 Smith & Wesson presentation dated March 2013.



## Smith & Wesson Investor Presentation

March, 2013



**M&P**  
by Smith & Wesson



**Smith & Wesson**



THOMPSON/CENTER

## Safe Harbor

Certain statements contained in this presentation may be deemed to be forward-looking statements under federal securities laws, and the Company intends that such forward-looking statements be subject to the safe-harbor created thereby. Such forward-looking statements include but are not limited to statements regarding the Company's markets and strategies; the Company's vision and mission; potential repurchases of the Company's common stock; anticipated sales, GAAP diluted EPS, and non-GAAP Adjusted EBITDAS for the Company; the outcome of the national discussion about how to cope with violence in our communities and its effects on the Company; the opportunities for growth of the Company; the Company's new products and product development; the demand for the Company's products and services; the Company's focus and objectives; and the Company's strategic direction and drivers for future periods. The Company cautions that these statements are qualified by important factors that could cause actual results to differ materially from those reflected by such forward-looking statements. Such factors include the demand for the Company's products, the Company's growth opportunities, the ability of the Company to obtain operational enhancements, the success of new products, the potential for increased regulation of firearms and firearm-related products, and other risks detailed from time to time in the Company's reports filed with the SEC.



 **Smith & Wesson**

# Business Highlights

- U.S. market leader in firearms
- 160 years of rich history
- 1,600 jobs in America – products made in America
- Iconic brand with 92% aided awareness\*
  - Smith & Wesson® Brand = revolver
- Innovative product portfolio serving broad user groups
  - Revolvers, polymer pistols, metal pistols, concealed carry pistols, bolt action rifles, black powder rifles, modern sporting rifles
- Diverse sales sources:
  - Consumer: sporting goods, hunting, personal protection, concealed carry
  - Professional: international, law enforcement, government, military
- Healthy balance sheet – positive net cash
- Solid, experienced management team
- Strong strategic direction

*\* Survey respondents who own a firearm and do not intend to purchase in the next 12 months and respondents who intend to purchase a firearm within 12 months, whether or not they are current owners.*



3

# Vision / Mission

## Our Vision:

The leading firearms manufacturer

## Our Mission:

To allow our employees to design, produce, and market high-quality, innovative firearms that meet the needs and desires of our consumer and professional customers



4

# Focus, Simplify, Execute

Strategy for growth – underpinned by a focus on firearms

- Consumer and professional markets
- Family of brands:
  - Smith & Wesson®
  - M&P®
  - Thompson/Center Arms™
  - Performance Center™
- M&P® as a brand and product platform: Pistols and modern sporting rifles
- Operations:
  - Ready to adapt to changing environment
  - Expand capacity and continue strong focus on flexibility
- Products: Deliver new products that meet needs, wants, and desires of professionals and consumers
- Sales: Continue to increase market share



5

## Experienced Leadership Team

### James Debney, President & CEO

20+ years: multinational consumer and business-to-business environments including President of Presto Products Co., a \$500 million business unit of Alcoa Consumer Products

### Jeffrey Buchanan, EVP & CFO

25+ years: private and public company experience in financial management and law; CFO for publicly traded, global manufacturing company; law firm partner; public company board member



6

# Experienced Management Team

## Mario Pasantes

Sr. VP, Marketing and International Sales

Alcoa, Inc.  
Coca-Cola  
Pillsbury

International  
Market Development  
Strong Global Brands  
Strategy  
Customer Development

## Mark Smith

VP, Manufacturing and Supply Chain Management

Alvarez & Marsal  
Ecolab

Multi-Site Ops  
Capacity Expansion  
MPS/MRP Systems  
S&OP Mgmt  
Inventory Mgmt  
Lean Six Sigma

## Robert Cicero

VP, General Counsel, Chief Compliance Officer, and Secretary

Chemtura Corp.  
Shearman & Sterling  
Morgan Lewis & Bockius

Public Co Leadership  
Corp Governance  
Cross-border M&A  
Global Compliance  
Finance & Pensions  
Labor & Employment

## Mike Brown

VP, U.S. Sales

Camfour, Inc.  
KPMG

Multiple Leadership Roles in  
Hunting & Shooting Sports Industries  
Sales Strategy  
Team Development



7

## Q3 Fiscal 2013 Highlights

(Jan. 31, 2013 – From Continuing Operations)

- Q3 Financial Results:
  - Quarterly sales of \$136.2M, +38.8% Y/Y
    - Operated at essentially full capacity for the entire quarter
    - Results include holiday closures (9 days) and impact of Superstorm Sandy (2 days)
  - Raised full year fiscal 2013 financial guidance
  - Gross profit margin 36.8% versus 30.6% one year ago
  - Operating income 20.6% versus 10.5% one year ago
  - Income of \$17.5M, or \$0.26 per diluted share, versus income of \$5.4M, or \$0.08 one year ago
  - Non-GAAP Adjusted EBITDAS of \$33.3M
  - Fiscal year-to-date non-GAAP Adjusted EBITAS of over \$100M
  - Free cash flow of \$20.4M in the quarter
- Consumer channel quarterly unit growth +35.8%
- M&P® pistols and M&P® modern sporting rifles remained popular with consumers – backlog grew
- Increased our manufacturing capacity & outsourcing capabilities
- Introduced firearm retailers and trade media to new M&P® products at SHOT Show:
  - M&P C.O.R.E.™ Performance Center™ pistol, M&P®10 modern sporting rifle
- Established common stock repurchase program in December 2012
  - Purchased \$20M and authorized incremental \$15M



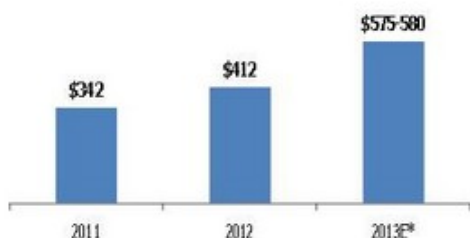
8



# First Nine Months Highlights and Guidance

(Fiscal Year 2013 – From Continuing Operations)

Actual and Estimated Fiscal Year April 30 Sales (in Millions)



- First Nine Months Fiscal 2013 Actual:
  - Sales \$408.8M (Up 44.9% YOY)
  - Gross Profit Margin 36.7%
  - Operating Income 21.0%
  - GAAP Diluted EPS \$0.79
  - Cash at Jan. 31: \$62.0M
  - Non-GAAP Adjusted EBITDAS \$101.5M
- Q4FY13 Guidance:
  - Sales \$165.0M - \$170.0M (Up 29% YOY)
  - GAAP Diluted EPS \$0.38 - \$0.40
- Full Fiscal 2013 Guidance:
  - Sales \$575.0M - \$580.0M (Up 40% YOY)
  - GAAP Diluted EPS \$1.17 - \$1.19
  - Non-GAAP Adjusted EBITDAS \$148.4M - \$150.7M

\* FY2013 Estimate

Note: All financial information and guidance reflects information that we provided on March 5, 2013. We are not updating this information to the present date nor does its inclusion constitute a reiteration or modification of this information.



9

## Current Environment

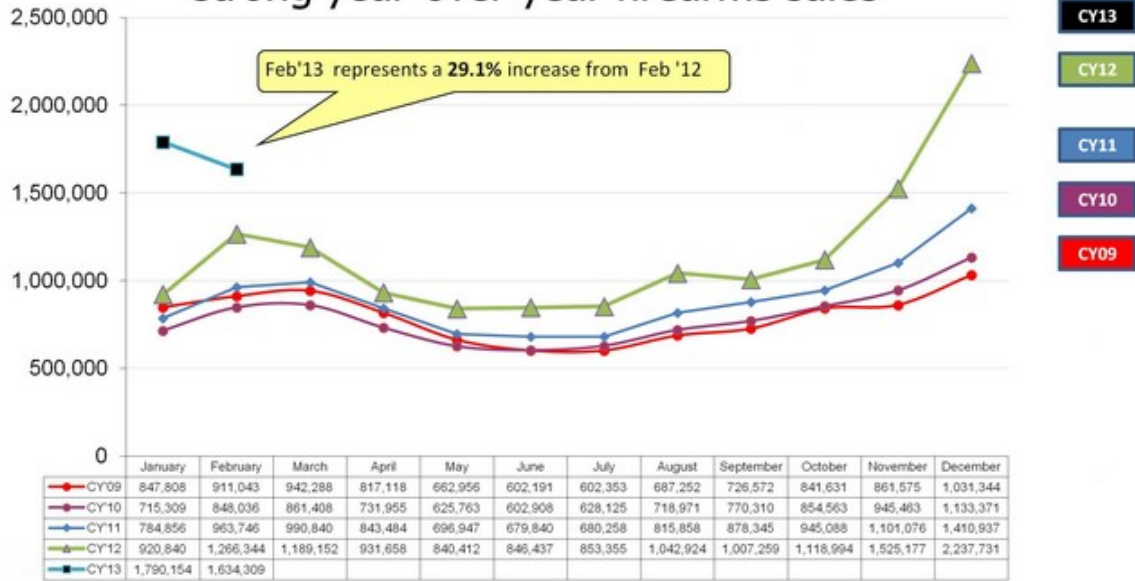
- The tragedy in Newtown has understandably inspired an important national discussion about how to cope with violence in our communities
- The outcome of this discussion has yet to be determined - we will not speculate at this time
- We are participating in the discussion, along with the majority of our industry, through our representatives at the National Shooting Sports Foundation (NSSF)
  - We strongly support the U.S. Constitution and the Second Amendment
  - We support a comprehensive approach to preventing violence in our communities through only those efforts that we believe will make a difference
- We will continue to monitor closely the political and legislative landscape
- Smith & Wesson is a 160-year-old American company that has successfully thrived in a heavily regulated environment by complying with federal, state, and local laws
- We possess a broad range of products and a highly flexible manufacturing operation. Taken together, these allow us to be highly responsive should the market and/or legislative developments drive a change in sales mix



10

# Industry: Adjusted NICS

"Background checks" indicate continuing strong year-over-year firearms sales

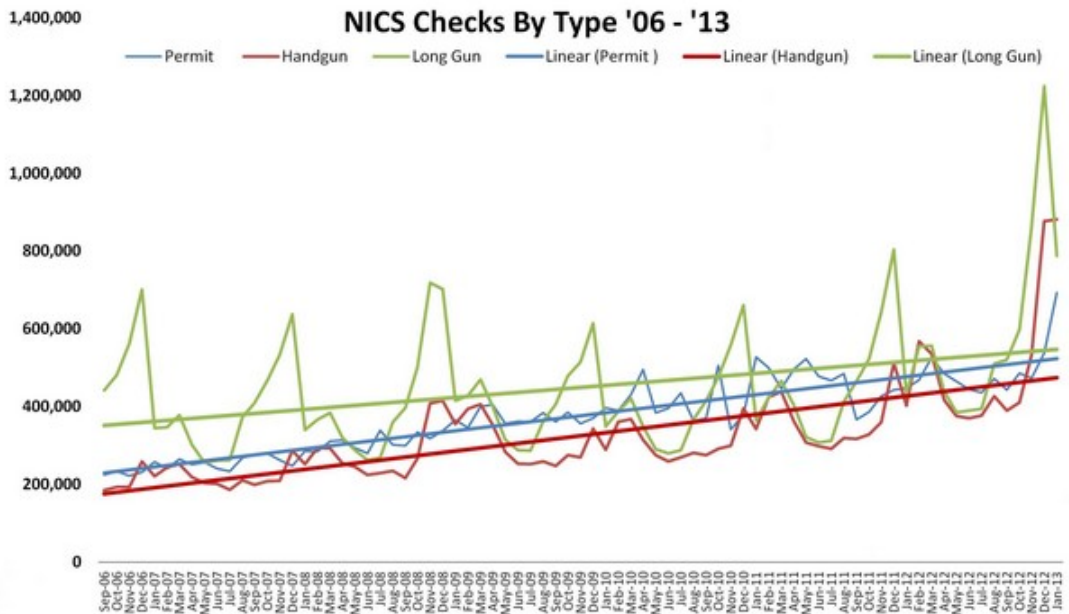


National Shooting Sports Foundation (NSSF) adjusts FBI NICS data to eliminate background checks associated with permit applications and checks on active CCW permit databases. NSSF adjusted NICS data provides a more accurate picture of market conditions.

Source: NSSF - National Shooting Sports Foundation (Adjusted) NICS

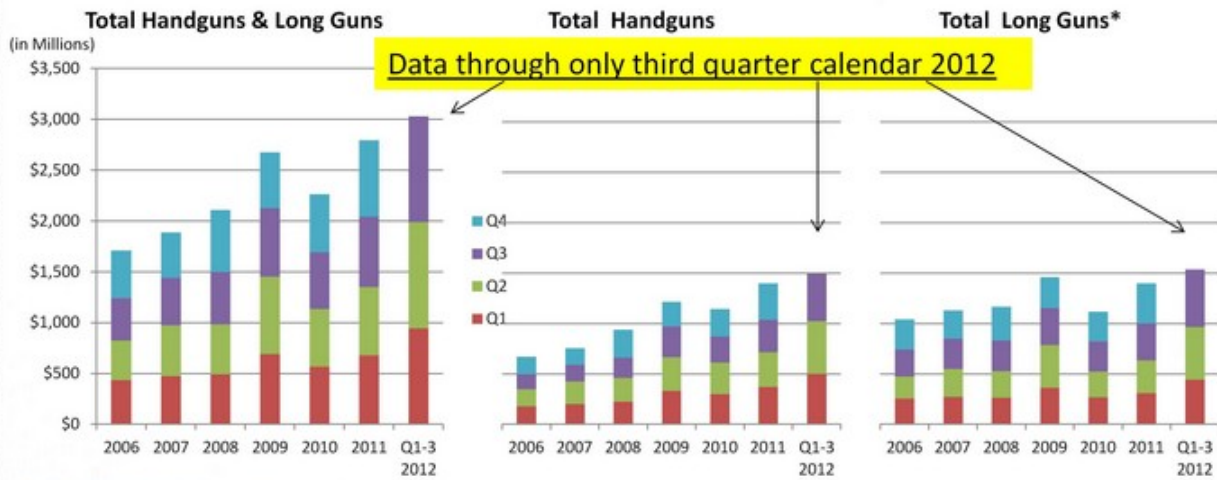


# Industry: Growth in Handguns, Long Guns, Permit Checks



# Industry: Strong Sales Indications

- Manufacturer projected sales based on excise tax collections
- Q1-Q3 2012: shipment value of handguns and long guns up 48% over prior year
- Q3 2012 (most recent available): handgun tax obligations up 45% over Q3 2011



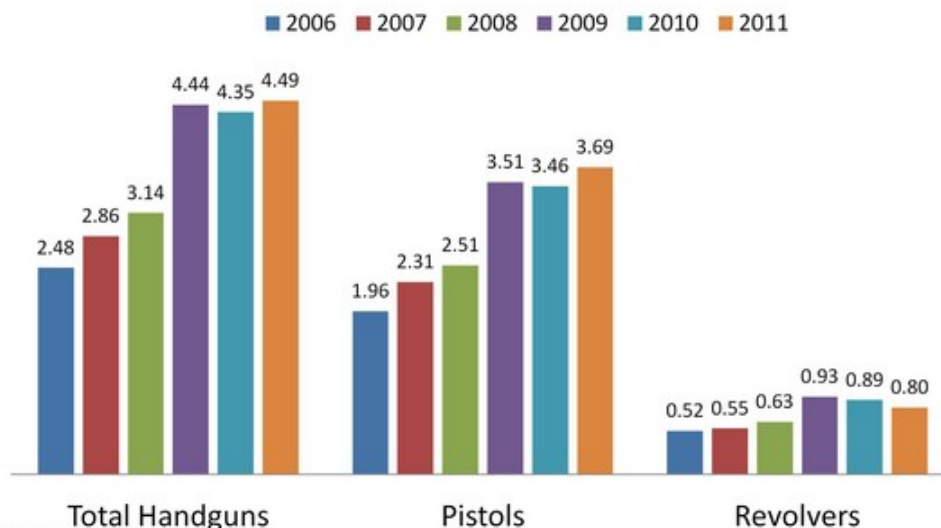
Source: Federal Excise Tax collections on mfg sales value  
\*Long guns include all rifles, shotguns, and muzzle loaders



## Pistols Driving Growth in Handguns

Pistols now represent over 80% of units sold

Estimated US Market Handgun Units by Year (in Millions)



Source: BATF, Includes U.S. manufacturer and imports, excludes exports



## Industry: Pistols vs. Revolvers

Pistols and revolvers have different attributes, but pistols are preferred by both professionals and consumers

### Pistol advantages versus revolvers:

- Ergonomics/comfort
- High tech/cutting edge
- Modern shape
- Trigger pull
- Capacity
- Safety features

### Revolver advantages versus pistols:

- Slightly better for beginners
- Easy maintenance
- Reliability

Source: 12/10 Strategic Platform and Extensibility Study



Smith & Wesson®

15

## SWHC: Firearms Growth Drivers

### Consumer Market – U.S.

- Focus on consumer trends: Concealed Carry, Personal Protection, Recreation
- Take Market Share: Polymer Pistol Unit Growth, Modern Sporting Rifles
- Maintain Robust New Product Pipeline
- Leverage Higher Performance Standards from Professional Markets

### Professional Market

- Law Enforcement / Federal Government
- Military – M9 pistol replacement opportunity
- International – large orders, e.g. Belgium, Australia, Canada, Puerto Rico



Smith & Wesson®

16

# Major Focus: M&P® Pistol Growth

## Current Situation:

- Pistols are more than 80% of handguns sold
- Compact/slim and full-size polymer pistols are increasing in popularity
- M&P® polymer pistols are highly sought after by professionals and consumers – especially M&P® Shield™

## Our Focus:

- Grow M&P® pistol market share:
  - Understand the consumer better than competition and market to facilitate share gain
  - Intelligently increase capacity
- Make it easier for dealers to support the M&P® platform:
  - Strong merchandising and store programs
  - Armorer's Training and On-The-Hip Program
  - Other exciting initiatives to be released



## M&P® - Proven Performance



M&P VS. COMPETITION		M&P	GLOCK® GEN4™	XD(M)™
	S, M, L Patented Palmwell Grips	✓ YES	✗ NO	✗ NO
	Ambidextrous Slide Stop	✓ YES	✗ NO	✗ NO
	Embedded Stainless Steel Chassis	✓ YES	✗ NO	✗ NO
	Ambidextrous Thumb Safety <small>System</small>	✓ YES	✗ NO	✗ NO
	Country of Manufacture		 Austria	 Croatia



# New Models for the M&P® Platform

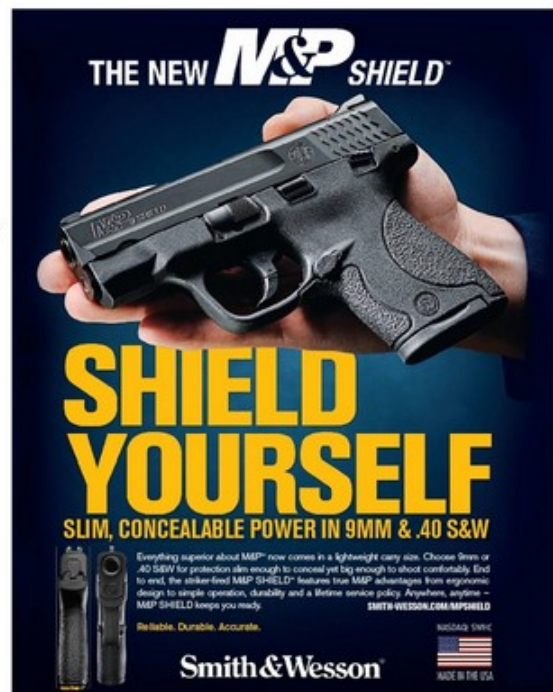
- New products:
  - M&P® Shield™
  - M&P® Pro Series C.O.R.E.™
  - M&P®10
- Polymer pistol category
  - Protection and Recreation
  - Consumer and Professional
- Additional calibers and models for the M&P® modern sporting rifle platform:
  - 300 Whisper and .308 for Hunting
- We will only announce major new product introductions when we are ready and capable and when the timing is right:
  - Pre-stock channel
  - Coordinate new product launches with all stakeholders
  - Align accessory partners - ready-to-deliver
  - Complete marketing communications and social media plans



## The M&P® Shield™

Designed to meet the demand for personal protection and concealed carry, the M&P® Shield features:

- Powerful 9mm or .40 S&W calibers
- Lightweight, slim one-inch profile for comfortable carry
- Compact overall length of 6.1"
- M&P® proven ergonomic design
- Thumb safety
- Includes two magazines, standard and +1
- Coordinated launch included availability of holsters, lasers, and other accessories



# The NEW M&P® Pro-Series C.O.R.E.™

M&P® Pro Series C.O.R.E.™ Pistols  
(Competition Optics Ready Equipment):

- Quick, custom, competition-based optics
- Crisp 4.5-pound trigger pull
- Textured interchangeable back straps to enhance and customize grip
- Accepts sights from six of the industry's top red-dot sight manufacturers - for improved accuracy and precision target acquisition
- Available in 9mm and .40 S&W
- Available in 4.25-inch or 5-inch barrel configuration



 Smith & Wesson® 21

# The New M&P®10 – For Law Enforcement

New M&P®10 expands our popular line of semi-automatic modern sporting rifles for law enforcement:

- .308 WIN - also safely fires 7.62 x 51 mm
- Accurate 18-inch barrel with 1-in-10" 5R rifling
- Ambidextrous controls:
  - Safety selector lever, magazine release, and bolt release
- Patent-pending, Smith & Wesson® enhanced flash hider
- 6-position stock
- 20-round PMAG® magazine



 Smith & Wesson® 22

# The New M&P<sup>®</sup>10 – For Hunters

New M&P<sup>®</sup>10 expands our popular line of semi-automatic modern sporting rifles for hunters:

- .308 WIN - also safely fires 7.62 x 51 mm
- Accurate 18-inch barrel with 1-in-10" 5R rifling
- Ambidextrous controls:
  - Safety selector lever, magazine release, and bolt release
- Optics Ready model
- Realtree<sup>®</sup> camo finish
- Magpul<sup>®</sup> fixed rifle stock
- 5-round magazine



## Our Strategic Direction

- Grow sales and increase profitability
- Expand manufacturing capacity
  - Add flexible capacity, internally and externally
  - Focus on M&P<sup>®</sup> pistols
- Optimize expenses on a company-wide basis
  - Focus on improving gross margins
  - Invest in sales and marketing
- Maintain robust new product pipeline
  - Launch new products strategically
- Leverage existing product portfolio
- Leverage balance sheet: Two options
  - Invest in firearm business
  - Buy back stock and/or debt







## Smith & Wesson Investor Presentation

March, 2013



**M&P**  
by Smith & Wesson®



**Smith & Wesson®**



THOMPSON/CENTER