
**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) February 6, 2014

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))
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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 October 1, 2013, which was filed with the Securities and Exchange Commission on October 1, 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, as amended, 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, 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 February 2014

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: February 6, 2014

By: /s/ Jeffrey D. Buchanan

Jeffrey D. Buchanan
Executive Vice President, Chief Financial Officer,
and Treasurer

EXHIBIT INDEX

99.1 Smith & Wesson presentation dated February 2014



Smith & Wesson Investor Presentation

February 2014



Smith & Wesson®

M&P
by Smith & Wesson®



THOMPSON/CENTER

**Performance
Center**
by Smith & Wesson®

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, fully diluted weighted average share count, non-recurring ERP related costs, and capital expenditures for 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 with 161 years of rich history
- 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 and revolvers, bolt action rifles, single shot rifles, modern sporting rifles
- Diverse sales sources:
 - Consumer: sporting goods, hunting, personal protection, concealed carry
 - Professional: international, law enforcement, government, military
- Healthy balance sheet with minimal leverage
- Solid, experienced management team
- Strong strategic direction
- 1,500 jobs in America – products made in America

** 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.*



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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



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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: Polymer pistols
- 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 in handguns



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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



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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
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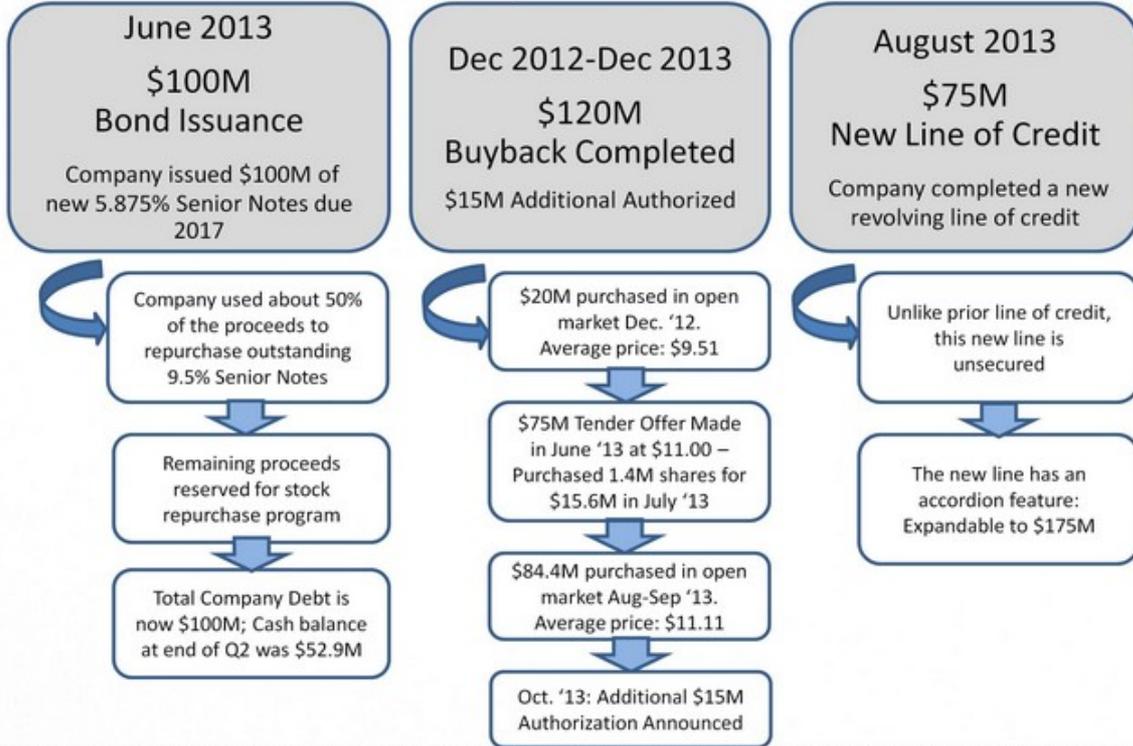
Q2 Fiscal 2014 Highlights (October 31, 2013 – From Continuing Operations)

- Quarterly sales of \$139.3M, +2.0% Y/Y
 - Excluding Walther, sales grew 9.2%
- Handgun sales, including M&P pistols, grew by 27.4%
- Gross profit margin 41.6% versus 35.5% one year ago
- Operating income 20.7% versus 19.5% one year ago
- Income of \$17.1M, or \$0.28 per diluted share, versus income of \$16.4M, or \$0.24 one year ago
- Non-GAAP Adjusted EBITDAS of \$36.9M versus \$32.0M one year ago
 - EBITDAS for first half FY14 of \$92.1M, grew by \$24.0M, or 35% versus one year ago
- Consumer channel quarterly unit growth increased nearly 12.0%, excluding Walther
- M&P® pistols, M&P15 Sport rifles, SDVE™ polymer pistols, Bodyguard® 380, and all of our revolvers remained popular with consumers
- Announced decision to convert Houlton, ME facility to high volume, state-of-the-art machining center
 - Increases capacity, enhances efficiency, reduces manufacturing costs, lowers operational risk
- Continued to invest in our new ERP system and began to experience improved system functionality
- Completed \$100M stock buyback and announced expanded stock buyback plan (additional \$15M)



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New Capital Structure



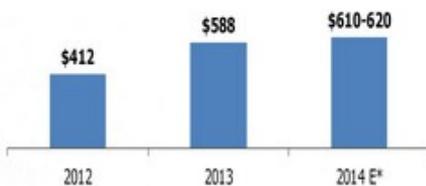
Financial Results and Guidance

(Fiscal Year Ended April 30 – From Continuing Operations)

*FY2014 Estimate

Note: All financial information and guidance reflects information that we provided on **December 10, 2013**. We are not updating this information to the present date nor does its inclusion constitute a reiteration or modification of this information.

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



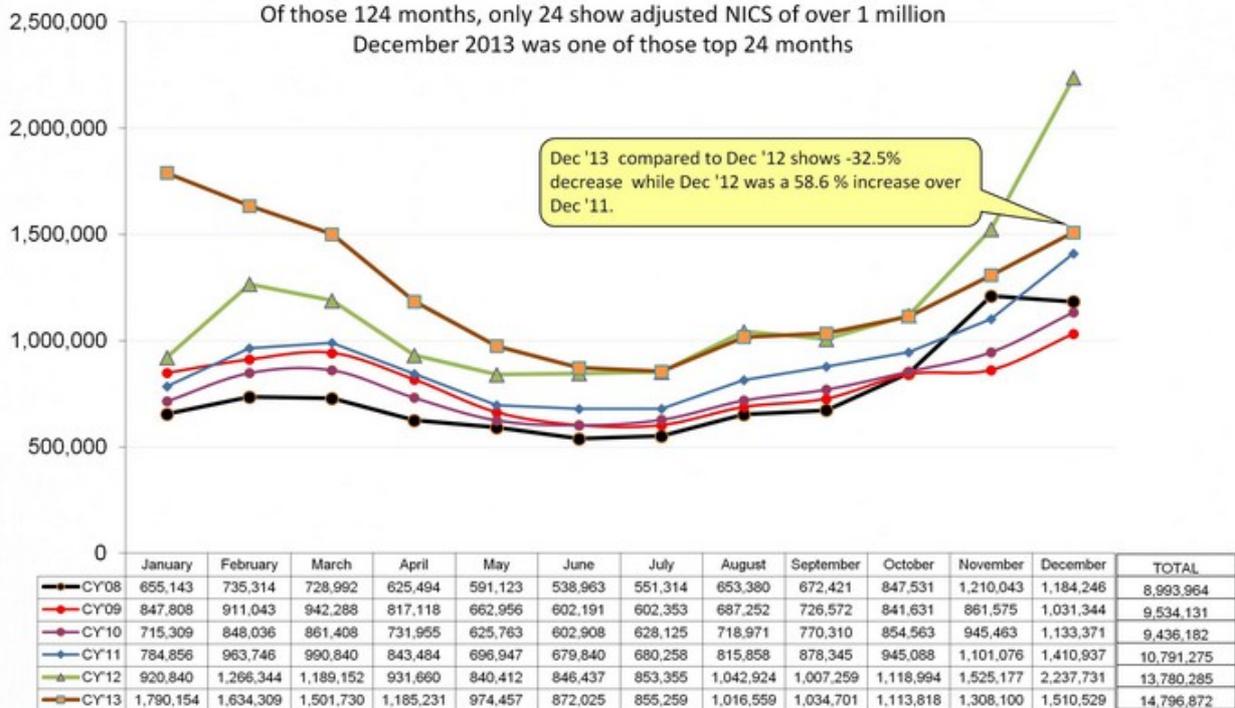
- Q3FY14:
 - Sales \$140.0M - \$145.0M
 - GAAP Diluted EPS \$0.28 - \$0.30
 - Incorporates \$1.5M in expected non-recurring, ERP related costs
 - Fully diluted weighted average share count in Q3 approximately 57.5M shares and assumes no purchases under the recent \$15M buyback authorization
- Full Fiscal 2014:
 - Sales \$610.0M - \$620.0M
 - GAAP Diluted EPS \$1.30 - \$1.35
 - Fully diluted weighted average share count at fiscal year end approximately 60.9M shares
 - Tax rate 36%
 - Capital expenditures approximately \$60M

Industry Indicators

- NICS
 - NICS background checks are conducted at the point of sale, tracked by the FBI, and reported monthly. NSSF adjusts the total to eliminate permit-related checks and other "noise"
 - Adjusted NICS serves as a proxy for consumer sales since Smith & Wesson sells only to federally licensed firearm dealers who must, by law, conduct a background check on every firearm they sell
 - Applies to retail stores, gun shows, anywhere an FFL sells a firearm
- FET Data
 - Federal Excise Tax collection on manufacturing sales values
 - NSSF translates into manufacturer's sales
 - Lagging data

Adjusted NICS Through December 2013

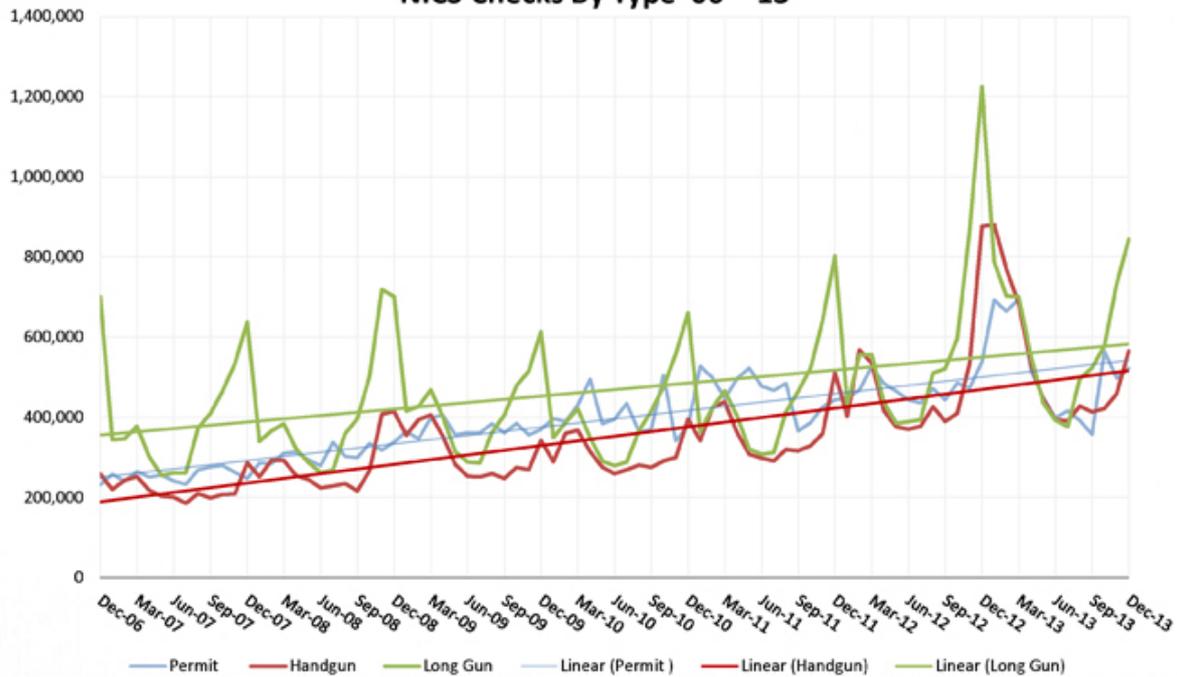
97 of the past 124 months show year-over-year adjusted NICS increases
 Of those 124 months, only 24 show adjusted NICS of over 1 million
 December 2013 was one of those top 24 months



Source National Shooting Sports Foundation (NSSF) Adjusted NICS. 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.

Industry: Growth in Handguns, Long Guns, Permit Checks

NICS Checks By Type '06 - '13



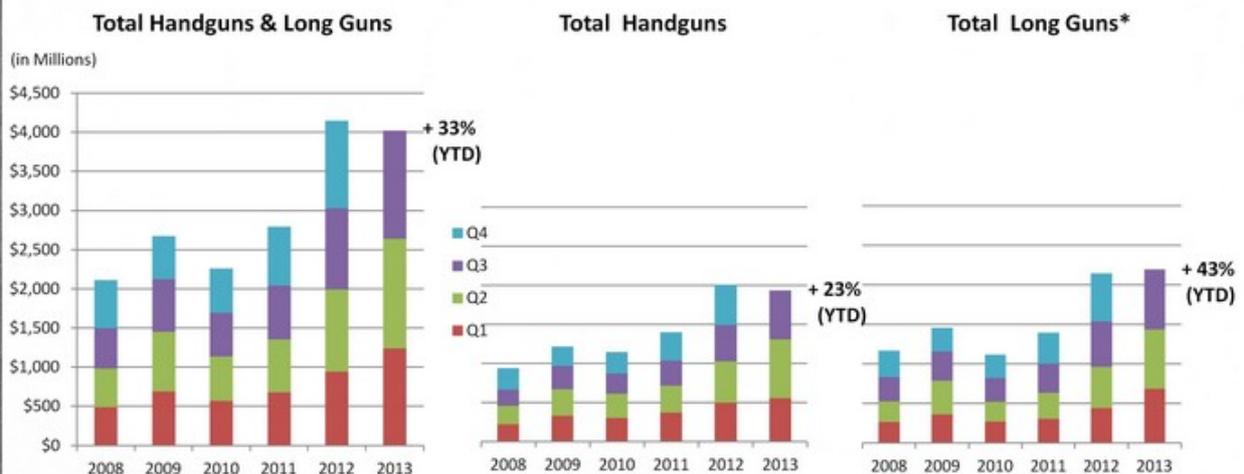
Source: FBI Total NICS Firearms Background Checks



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Industry Shipments of Handguns and Long Guns Q1-Q3 CY2013



*Source: Federal Excise Tax collections on manufacturing sales value as translated sales by National Shooting Sports Foundation. Long guns include all rifles, shotguns, and muzzle loaders.



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2011 U.S. Consumer Firearms Market*

	Handguns	Long Guns
U.S. Consumer Market*	\$2.0 billion	\$2.1 billion
Smith & Wesson Share*	17%	6.7%

*According to 2011 reports by the U.S. Bureau of Alcohol, Tobacco, Firearms and Explosives ("ATF"), the U.S. firearm manufacturing industry has grown at a compound annual growth rate in units of 12% from 2006 through 2011. SWHC market sizes and market share percentages are the company's estimates.

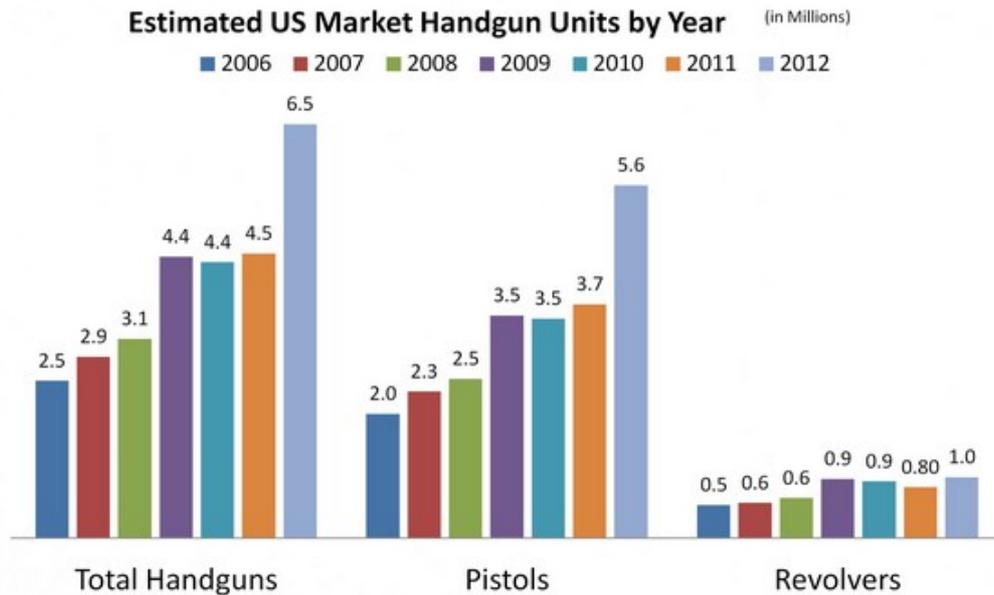
NSSF : Industry Research

Consumer Market – U.S.

- NSSF Survey, 2011 (10,000 Respondents)
 - 90% of survey respondents who own a handgun own multiple firearms; the average number of firearms owned by those respondents was 8.1
- NSSF Survey, April 2013 (8,300 Respondents)
 - Of those who have been sport shooting in 2012, 20% were new to shooting within past 5 years
 - » That included 11% who just began shooting in 2012
 - Females make up a disproportionate amount of new shooters. While only 22% of established shooters are female, 37% of new shooters are female
 - First purchase drivers: home defense (87.3%), self-defense (76.5%), shooting with family/friends (73.2%)

Pistols Driving Growth in Handguns

Pistols now represent over 85% of units sold



Source: BATF and U.S. Intl Trade Commission, includes U.S. manufacture plus 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:

- Simpler to use
- Easy maintenance
- Reliability

Source: 12/10 Strategic Platform and Extendibility Study

Major Focus: M&P Pistol Growth

Current Situation:

- Pistols are more than 85% 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 consumer better than competition and market to facilitate share gain
 - Focus on consumer trends: Concealed Carry, Personal Protection, Recreation
 - Intelligently increase capacity and maintain robust new product pipeline
- Make it easier for dealers to support the M&P platform:
 - Strong merchandising and store programs
 - Armorer's Training and On-The-Hip Program
 - New CONNECT™ retail associate incentive program
- Communicate directly with consumers to drive brand/product awareness
- Leverage higher performance standards from professional markets



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- Key element in our go-to-market strategy
- Retail associate incentive rewards program
 - Intuitive graphic interface, easy to use & register sales
 - Points never expire, and are transportable
 - Extensive catalog of products & experiences, including select S&W, M&P, and T/C® firearms
- Two-way dialogue opportunity with retail associates
 - Ability to quickly assess market conditions through surveys, and communicate key product initiatives



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M&P Advertising: Communicating Directly with the Consumer

Welcome To The Closest Bond Yet
Between Hand and Gun



Numerous Features.
Not One You'll Have To Think About



M&P - Proven Performance

Strong & Marketable Differences

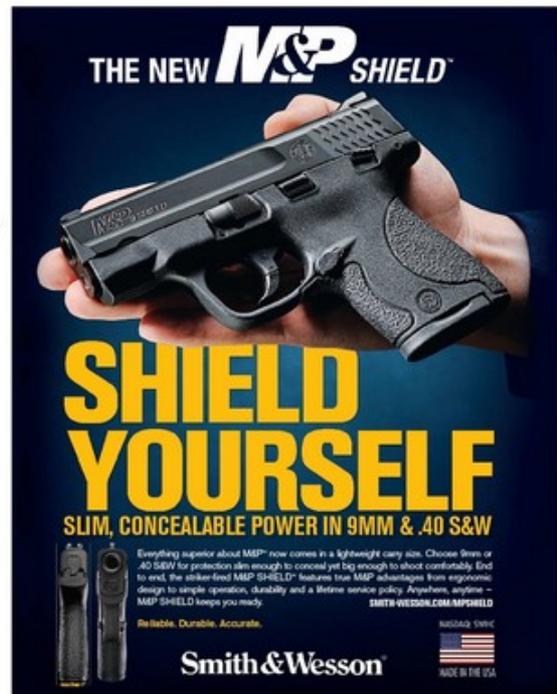


M&P VS. COMPETITION		M&P	GLOCK® GEN4™	XD (M)™
	S, M, L Patented Palmwell Grips	✓ YES	✗ NO	✗ NO
	Ambidextrous Slide Stop	✓ YES	✗ NO	✗ NO
	Embedded Stainless Steel Chassis	✓ YES	✗ NO	✗ NO
	Ambidextrous Thumb Safety System	✓ YES	✗ NO	✗ NO
	Country of Manufacture		 Austria	 Croatia

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



 **Smith & Wesson** 23

SHOT Show® 2014: New Performance Center® and ProSeries Products

M929 – A 9mm competition revolver inspired by renowned, multi-record holder Jerry Miculek

M686 – A classic, time-tested .357 Magnum enhanced with popular self-defense features

M629 – A purpose built hunting package based on the renowned .44 Magnum cartridge

M460XVR – A multi-caliber and multi-purpose revolver built on the Smith & Wesson X-Frame

M986 Pro Series – A Pro Series 9mm revolver ready for any course of fire



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SHOT Show® 2014: New M&P Products

M&P BODYGUARD® 380 – A sub-compact .380 ACP pistol enhanced with M&P style features



M&P15-22 (Multi-color) – Popular M&P15-22 rifle now in four new camouflage finishes



M&P10 – Multi-purpose M&P10 rifle now available with 20 round magazine capacity



M&P15 300 Whisper® – All black finish M&P15 rifle in new .300 Whisper/.300 AAC Blackout caliber



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SHOT Show® 2014: New Smith & Wesson Models

Model 69 Combat Magnum – Smith & Wesson's first L-Frame revolver in historic .44 Magnum



Model 66 Combat Magnum – Collectible Combat Magnum revolver returns to the product lineup



Governor® – Multi-caliber revolver now offered in popular matte silver finish



SDVE9 and 40 – Popular SDVE pistols now available in California compliant models



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SWHC: Firearms Growth Drivers

Impact of California Microstamping Regulations

- In California, all new handguns must be approved and placed on a Roster, and all existing handguns must be recertified annually
- Recently, California began requiring all new pistols placed on the Roster to comply with microstamping. Additionally, any change to an existing pistol (no matter how small -- other than cosmetic) will cause the pistol to become subject to microstamping upon recertification to the Roster
- Microstamping is ineffective and cost-prohibitive – we will not microstamp our firearms. Since we continually make enhancements to our firearms, various SKUs of our full and compact pistols (excluding California-compliant M&P Shield™ and SDVE models) will begin to fall off the Roster as recertification of each SKU occurs
- Starting in February, we will begin to sell our California-compliant M&P Shield and SDVE™ pistols in California because those existing models were approved prior to the effective date of the microstamping requirement and thus will be grandfathered as long as we make no changes to those models

Sales of these two models are expected to more than offset lost sales from M&Ps that will no longer be sold in California

- Rifles and revolvers are not impacted by the microstamping requirement

Confidential, not for redistribution



SWHC: Firearms Growth Drivers

Professional Market

- Law Enforcement / Federal Government
- International – large orders, e.g., Belgium, Australia, Canada, Puerto Rico
- United States Army Modular Handgun System (M-9 pistol) replacement:
 - Attended 1st industry day Dec. 2013 – Second industry day planned Feb. 2014
 - Smith & Wesson will submit the M&P pistol: increased performance, reduced life cycle cost vs. current side arm
 - Contract, if awarded, estimated at 450K M&P pistols over 5-10 years with deliveries beginning in two to three years
 - Value to SWHC: honor to support military, reputation, halo effect



Our Strategic Direction

- Grow sales and increase profitability
- Optimize manufacturing capacity
 - Add flexible capacity, internally and externally
 - Focus on M&P pistols and conceal carry products
- Financial model
 - Quarterly gross margins in the range of 37% - 41%
 - Quarterly operating margins in the range of 20% - 25%
 - Margins vary among quarters due to absorption impacts of seasonality, factory shutdowns, and holidays
- Maintain robust new product pipeline
 - Launch new products strategically
- Leverage existing product portfolio
- Leverage balance sheet:
 - Invest in firearm business
 - Buy back stock



Smith & Wesson Investor Presentation

February 2014



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