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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**September 17, 2013**

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

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**Smith & Wesson Holding Corporation**

(Exact Name of Registrant as Specified in Charter)

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**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)

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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 March 5, 2013, which was filed with the Securities and Exchange Commission on March 5, 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](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 September 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: September 17, 2013

By: /s/ Jeffrey D. Buchanan

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

99.1 Smith & Wesson presentation dated September 2013



## Smith & Wesson Investor Presentation

September 2013



# 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, and non-GAAP Adjusted EBITDAS 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®

2

# 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, 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 – positive net cash
- 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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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

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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: 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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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



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6

# Experienced Management Team

<b>Mario Pasantes</b> Sr. VP, Marketing and International Sales  Alcoa, Inc. Coca-Cola Pillsbury  International Market Development Strong Global Brands Strategy Customer Development	<b>Mark Smith</b> 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	<b>Robert Cicero</b> 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	<b>Mike Brown</b> VP, U.S. Sales  Camfour, Inc. KPMG  Multiple Leadership Roles in Hunting & Shooting Sports Industries Sales Strategy Team Development
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7

## Q1 Fiscal 2014 Highlights (July 31, 2013 – From Continuing Operations)

- Quarterly sales of \$171.0M, +25.8% Y/Y – operated at essentially full capacity for entire quarter
  - Excluding Walther, sales grew 36.4%
- Gross profit margin 42.6% versus 37.7% one year ago
- Operating income 28.1% versus 23.0% one year ago
- Income of \$26.5M, or \$0.40 per diluted share, versus income of \$18.9M, or \$0.28 one year ago
  - Includes \$0.05 impact of one-time expense related to bond exchange
- Non-GAAP Adjusted EBITDAS of \$55.2M versus \$36.1M one year ago - \$108.0M in last two quarters
- Free cash flow of \$7.0M in the quarter (includes \$12.0M of capex spend)
- Consumer channel quarterly unit growth +34.2%, excluding Walther
- M&P® pistols and M&P® modern sporting rifles remained popular with consumers
- Increased our manufacturing capacity & outsourcing capabilities
- Implemented new capital structure to deliver flexibility, increase value to stockholders

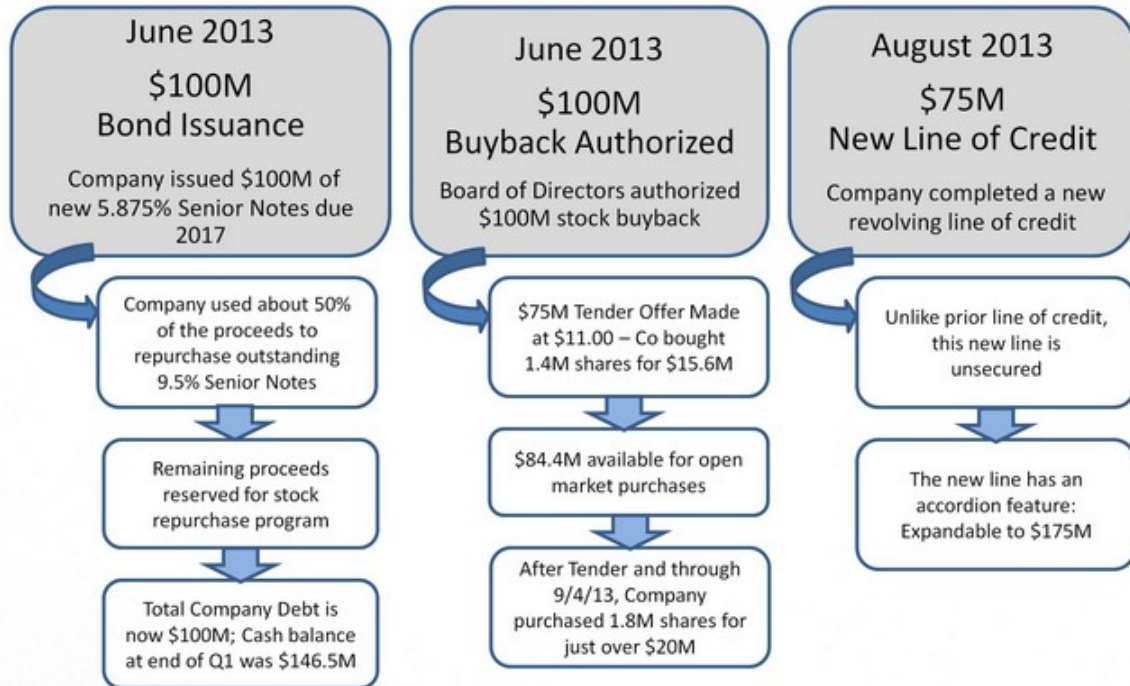
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8



# New Capital Structure



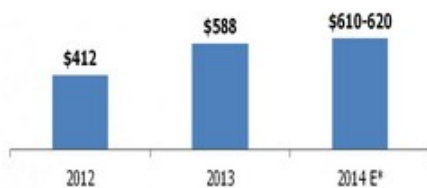
# Financial Results and Guidance

(Fiscal Year Ended April 30 – From Continuing Operations)

\*FY2014 Estimate

Note: All financial information and guidance reflects information that we provided on **September 5, 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)



- Q2FY14:
  - Sales \$135.0M - \$140.0M
  - GAAP Diluted EPS \$0.20 - \$0.22
  - Seasonally slowest quarter – due to planned 2-week summer shutdown
  - Fewer production days due to new ERP - dropped to 50 days from anticipated 58 days
- Full Fiscal 2014:
  - Sales \$610.0M - \$620.0M
  - GAAP Diluted EPS \$1.30 - \$1.35
  - Average share count at fiscal year end approx. 60.1M
  - Tax rate 36%
  - Capital expenditures approximately \$50M

## Key Strategic Objective: New ERP System

- ERP: A key strategic objective in optimizing the business
  - A remaining building block that had yet to be completed
  - Company had been operating on a dated, legacy system
  - A new ERP system will allow for scalability and visibility to support future growth
  - SAP system chosen, installed by IBM
  - SAP went live in early Q2 and is operational
- Conversion impact expected in Q2
  - More issues than expected on new system
  - Approximately 8 days of production loss – dropped to 50 days from anticipated 58 days
  - Approximately \$15M - \$20M in lost revenue
  - \$2 million conversion-related expenses
  - Major issues addressed – system fine-tuning continues

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11

## 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

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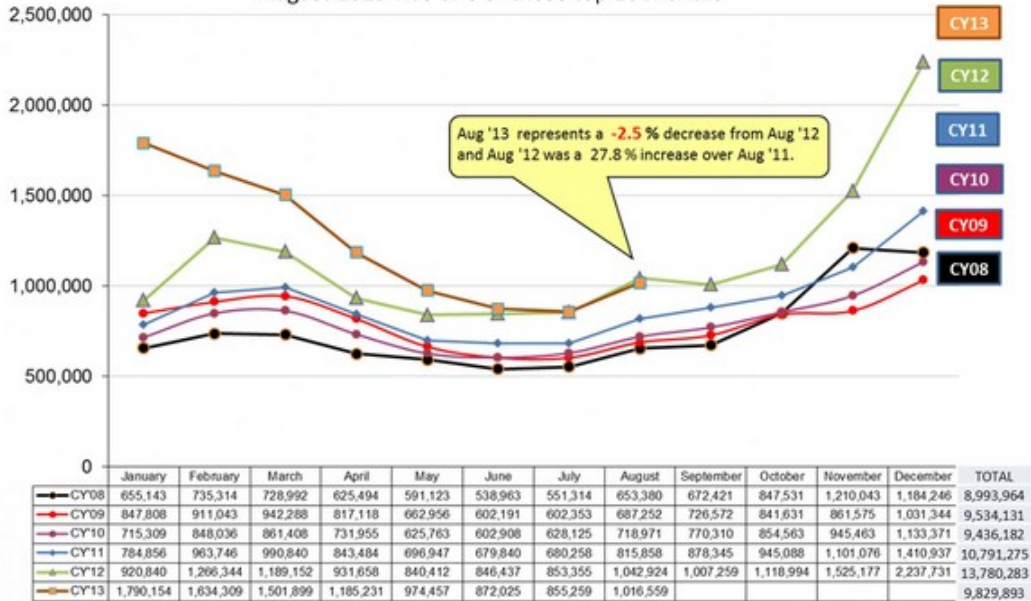
12

# Adjusted NICS Through August 2013

96 of the past 120 months show year-over-year adjusted NICS increases

Of those 120 months, only 20 show adjusted NICS of over 1 million

August 2013 was one of those top 20 months



“Background checks” indicate continued seasonal firearm sales trend

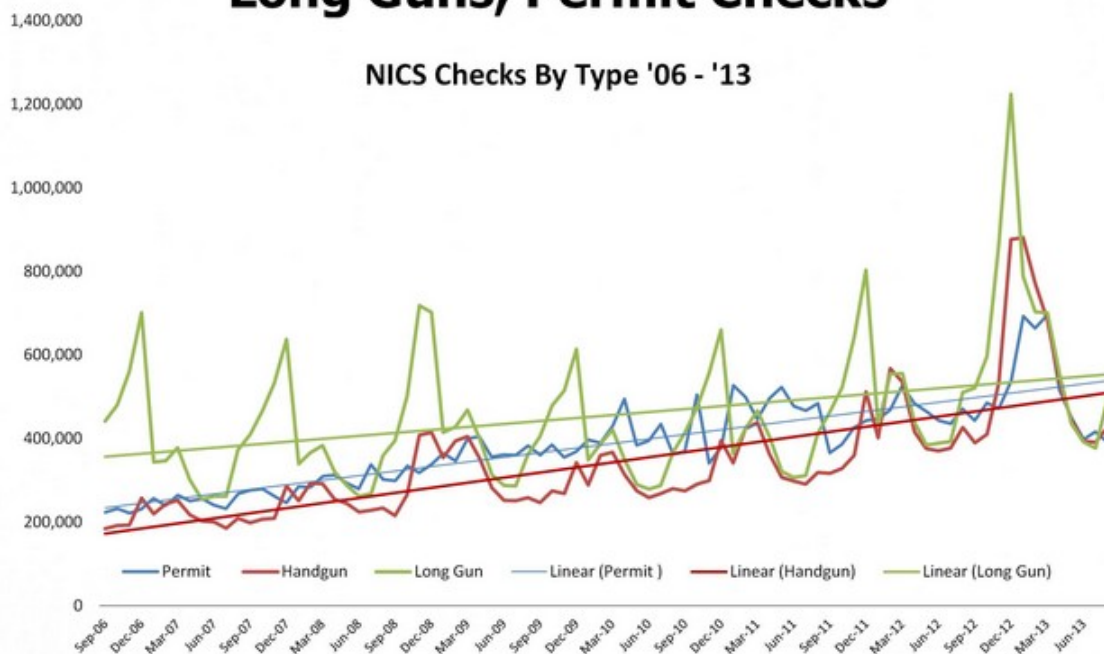
Source National Shooting Sports Foundation (NSSF) Adjusted NICS. NSSF adjusts FBI NICS data to eliminate background checks associated with permit applications and checks on active CCW permit databases. NSSF adjusted NICS data provides a more accurate picture of market conditions.



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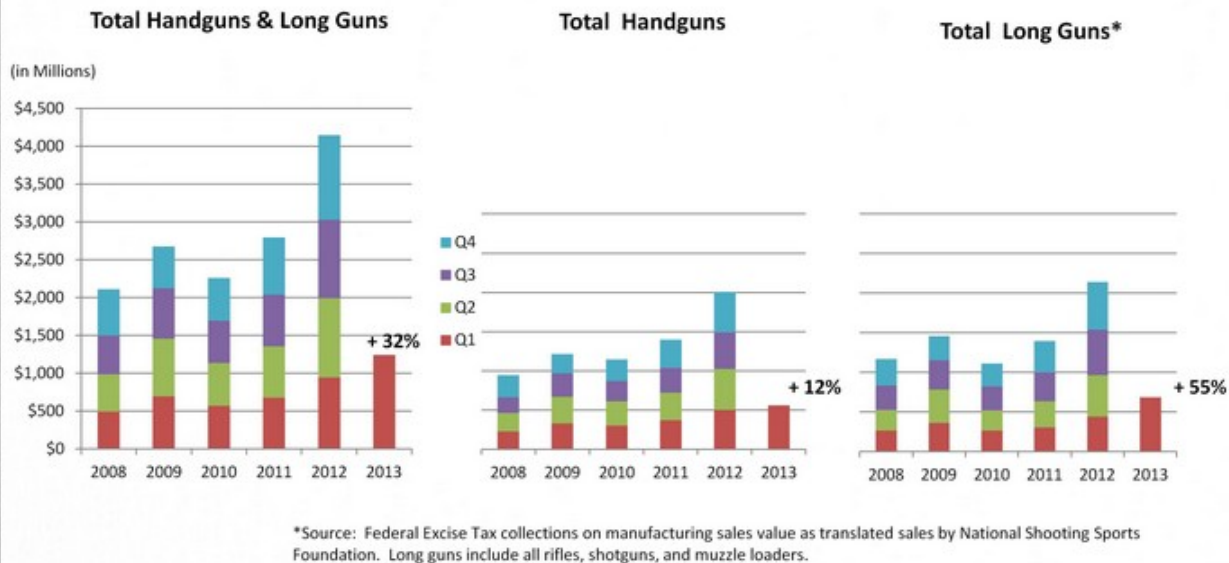
# Industry: Growth in Handguns, Long Guns, Permit Checks

NICS Checks By Type '06 - '13



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# Industry Shipments of Handguns and Long Through Q1 CY2013



## U.S. Consumer Firearms Market\*

	Handguns	Long Guns (non-shotgun)
U.S. Consumer Market*	\$2.0 billion	\$1.6 billion
Smith & Wesson Share*	17%	11%

\*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 as outlined in its Form 10-K for the year ended April 30, 2013.

# SWHC: Firearms Growth Drivers

## Consumer Market – U.S.

- Focus on consumer trends: Concealed Carry, Personal Protection, Recreation
  - NSSF Survey, April 2013
    - 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
    - First purchase drivers: home defense (87.3%), self-defense (76.5%), shooting with family/friends (73.2%)
    - Women particularly focused on defense and self-sufficiency
- Take Market Share: Polymer Pistol Unit Growth
- Maintain Robust New Product Pipeline
- Leverage Higher Performance Standards from Professional Markets

## Professional Market

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



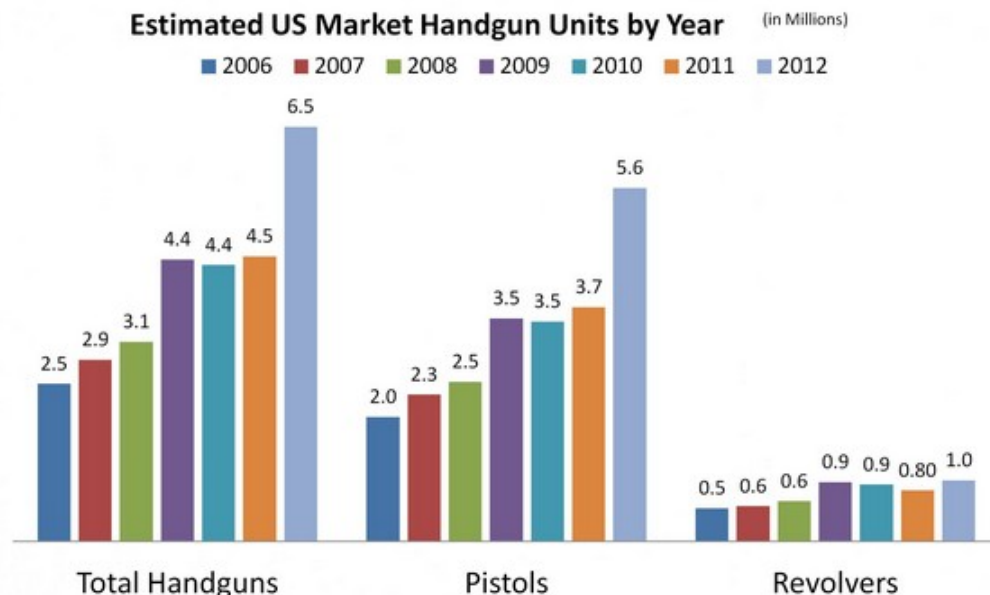
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17

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## 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



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18

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# 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

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# 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
  - 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
  - New CONNECT™ retail associate incentive program
- Communicate directly with consumers to drive brand/product awareness

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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



## 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 <small>(patent pending)</small>	✓ YES	✗ NO	✗ NO
	Country of Manufacture		 Austria	 Croatia



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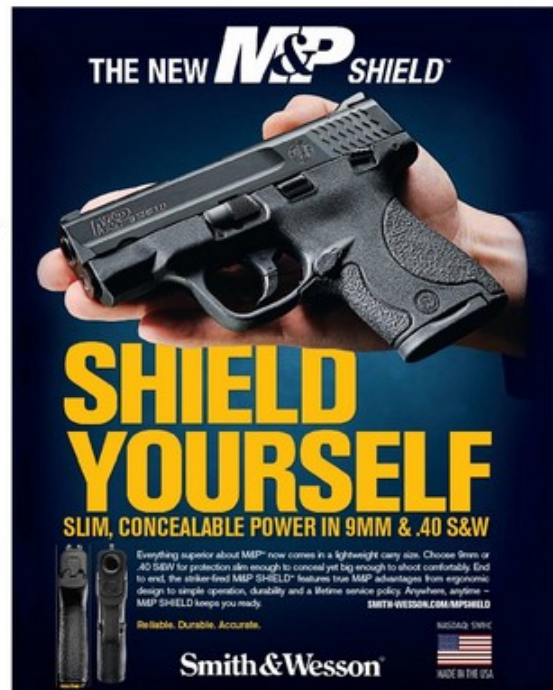
23

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## 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** SHIELD™

**SHIELD YOURSELF**

SLIM, CONCEALABLE POWER IN 9MM & .40 S&W

Everything superior about M&P® now comes in a lightweight carry size. Choose 9mm or .40 S&W for protection slim enough to conceal yet big enough to shoot confidently. End to end, the silver-lined M&P SHIELD™ features true M&P advantages from ergonomic design to simple operation, durability and a lifetime service policy. Anywhere, anytime – M&P SHIELD keeps you ready.

SMITH-WESSON.COM/MPSHIELD

Reliable. Durable. Accurate.

Smith & Wesson

MADE IN THE USA



Smith & Wesson®

24

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# 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



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25



## Smith & Wesson Investor Presentation

September 2013



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