
**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**

**September 6, 2012
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))
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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 June 28, 2012, which was filed with the Securities and Exchange Commission on June 28, 2012.

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, 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.*

<u>Exhibit Number</u>	<u>Exhibits</u>
99.1	Smith & Wesson presentation dated September 2012.

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

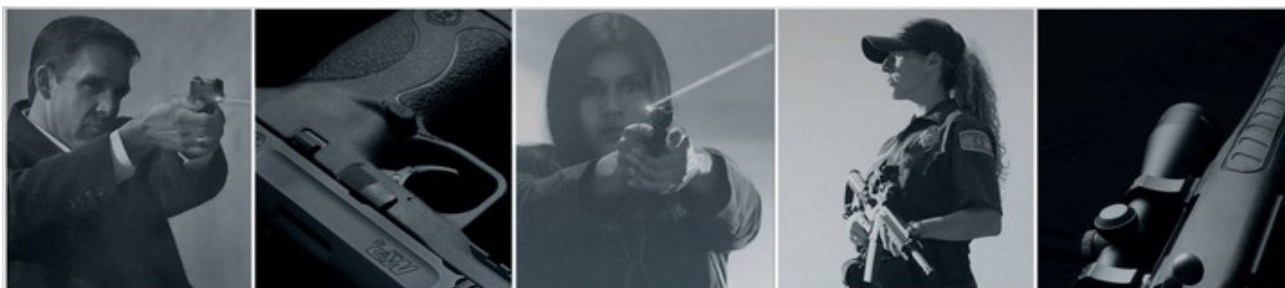
Date: September 6, 2012

By: /s/ Jeffrey D. Buchanan

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

EXHIBIT INDEX

99.1 Smith & Wesson presentation dated September 2012.



Smith & Wesson Investor Presentation

September, 2012



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; the Company's new products and product development; anticipated sales and GAAP EPS for the Company; the opportunity for growth of the Company; the demand for the Company's products and services; the Company's focus and objectives; and the Company's financial and operational goals 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 effects of the divestiture of the Company's Security Solutions business, 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 for Firearms: Handguns, Modern Sporting Rifles (MSR)
- 160 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, Black Powder Rifles, Modern Sporting Rifles
- Diverse sales sources:
 - Consumer: Sporting Goods
 - Professional: International, Law Enforcement, Government, Military
- Healthy balance sheet
- 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.*



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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 - Focus on Firearms

- Recent sale of non-core perimeter security business
- U.S. Consumer - leverage professional markets
- Family of brands:
 - Smith & Wesson®
 - M&P™
 - Thompson/Center Arms™
- M&P™ - Brand and product platform: Pistols and modern sporting rifles
- Operations: Consolidate and expand capacity – some production lines have reached record levels
- Deliver new products that meet needs of user groups



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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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Q1 Fiscal 2013 Highlights (July 31, 2012)

- Record-level quarterly sales growth from continuing ops of \$136.0M, +48.3% Y/Y
- Record-level quarterly income from continuing ops of \$18.9M, or \$0.28 per diluted share
- Record Adjusted Non-GAAP EBITDAS of \$36.1 Million
- Raised Full Year Fiscal 2013 Financial Guidance
- Exceeded high end of upwardly revised sales guidance
- Quarterly unit growth +30.1% vs. market growth +23.5% (Adjusted NICS)
- Backlog of \$392.4M versus \$148.8 one year ago
- Increased and accelerated our manufacturing capacity & outsourcing capabilities
- Shipping M&P Shield™ - newest consumer concealed carry offering
- Sold Security Solutions business (Discontinued Ops)
- Repurchased a portion of our senior debt in the bond market



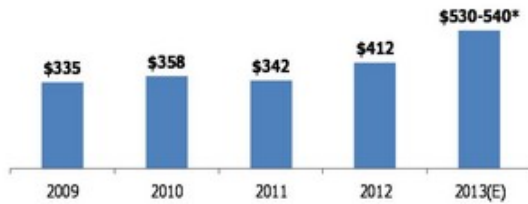
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SWHC: Financial Highlights

(From Continuing Operations)

Fiscal Year April 30 Sales
(in Millions)



- Q1FY13 Actual:
 - Sales \$136.0M (+48.3%)
 - Backlog \$392.4M
 - Gross Profit Margin 37.7%
 - Op. Expense 14.7%
 - Working capital \$118.4M
 - Cash \$60.5M
- Q2FY13 Guidance:
 - Sales \$130.0M - \$135.0M (Up Over 40%)
 - GAAP EPS \$0.19 - \$0.21
- Full Fiscal 2013 Guidance:
 - Sales \$530.0M - \$540.0M (Up Over 30%)
 - GAAP EPS \$0.85 - \$0.90

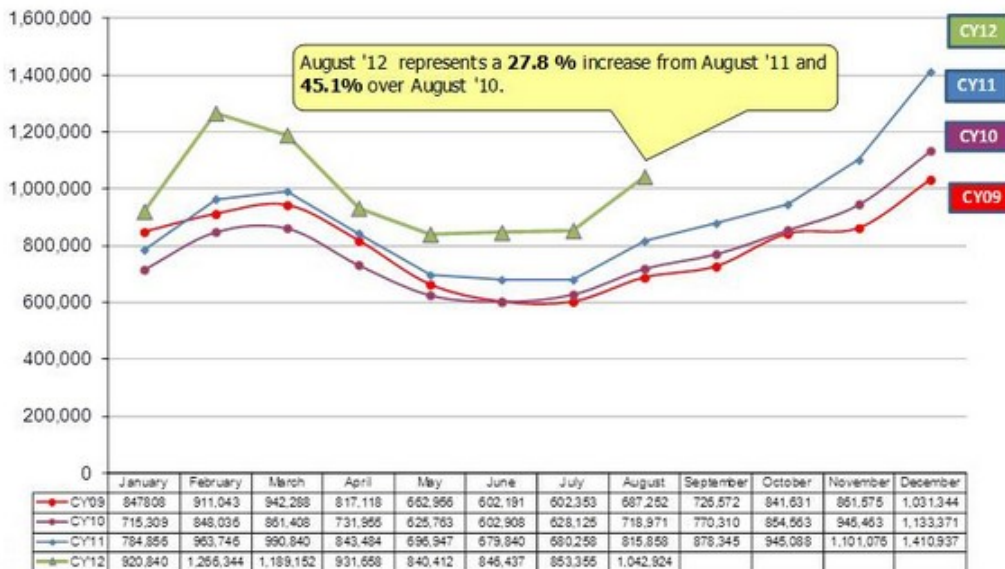
*FY2013 Estimate

Note: All financial information and guidance reflects information that we provided on September 6, 2012. We are not updating this information to the present date nor does its inclusion constitute a reiteration or modification of this information.



NICS: Strength in Consumer Firearms Market

Adjusted NICS Checks



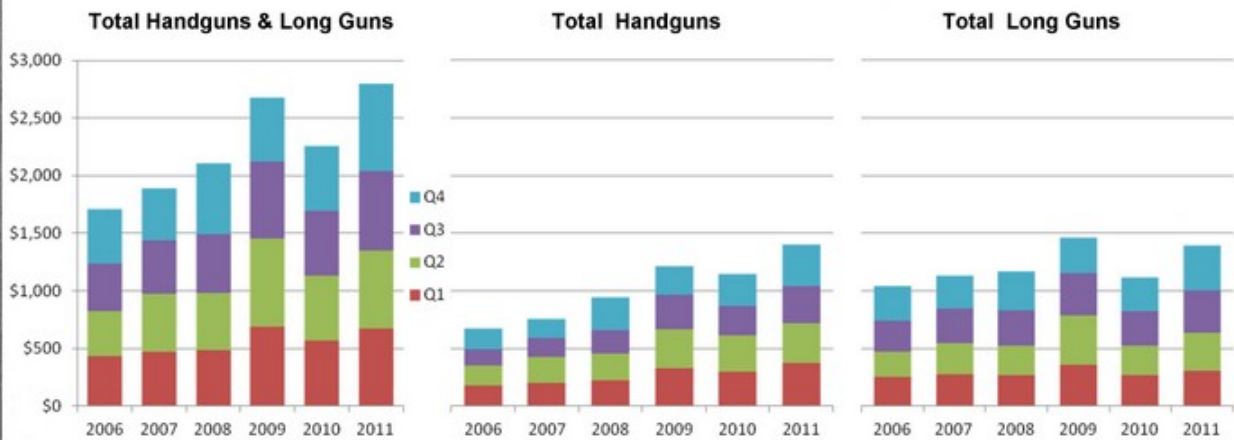
*National Shooting Sports Foundation (NSSF) adjusts FBI NICS data to eliminate background checks associated with permit applications and checks on active CCW permit databases, in order to provide a more accurate picture of market conditions.



Strong Industry Sales Indications Through CY11

(in Millions)

- Wholesale projected sales based on excise tax collections
- Full year excise tax collections for Handguns and Long guns up 24% over prior year
- Latest reported Q4 2011 showed Handgun tax obligations up 31.5% over Q4 2010

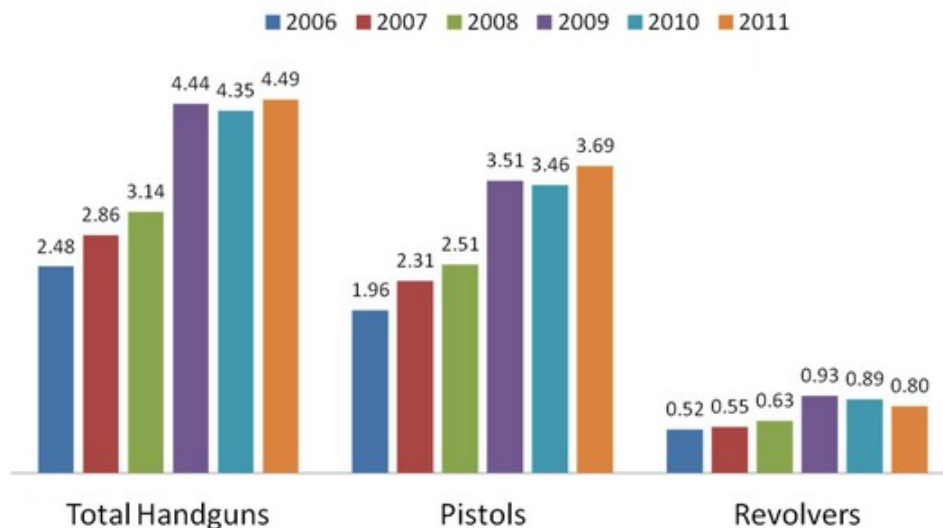


Source: Federal Excise Tax collections, Wholesale Value
*Long guns include all rifles, shotguns and muzzle loaders



Handguns: Growth has been driven by pistols, which now represent 82% of units both manufactured and imported

Estimated US Market Handgun Units by Year (in Millions)



Source: BATF, Includes US manufacturer and imports, excludes exports



Industry: Pistols vs. Revolvers

Pistols and revolvers have different attributes, but pistols are attracting younger consumers into the handgun market.

Pistol advantages versus revolvers:

- Capacity
- Rate of fire
- High tech/cutting edge
- Modern shape
- Trigger pull
- Safety features

Revolvers advantages versus pistols:

- Slightly better for beginners
- Easy maintenance
- Reliability

Source: 12/10 Strategic Platform and Extendibility Study



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Firearms Growth Drivers

▪ Consumer Market – U.S.

- Focus on Concealed Carry, Personal Protection, Recreation
- Expand Market Share: M&P™ Platform, Polymer Pistol Unit Growth
- 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, VICPOL



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Major Focus: M&P™ Pistol Growth

Current Situation:

- Pistol category is 82% of handguns
- Compact/slim and full-size polymer pistols are increasing in popularity
- M&P™ products sought after by retail & consumer, e.g. M&P Shield™

Our Focus:

- Grow M&P™ Pistol market share:
 - Increased consumer advertising
 - Increasing capacity to satisfy growing orders
- Make it easier for dealers to support the M&P™ platform:
 - Strong merchandising and store programs
 - Armorer's Training and On-The-Hip Program



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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>System</small>	✓ YES	✗ NO	✗ NO
	Country of Manufacture		 Austria	 Croatia



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Demonstrated Track Record of Significant New Products



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New Models for the M&P™ Platform

- New and exciting entries for polymer pistol category
 - Concealed Carry, Personal Protection and Recreation
 - Consumer and Professional
- Additional calibers and models for the M&P Modern Sporting Rifle platform:
 - Hunting
- Will only announce new product introductions when timing is right
 - M&P Shield launched at NRA in April
 - Initial quantities pre-stocked at dealers rapidly sold out
 - Highly coordinated new product launch
 - Accessory partners, MarCom & social media plans in place



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The NEW M&P Shield™

SLIM

Less than 1" thin

CONCEALABLE

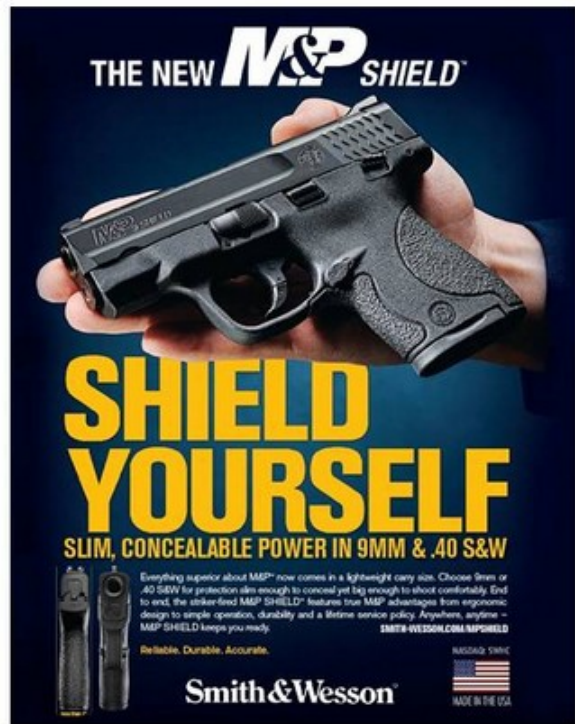
6" overall length

POWERFUL

9mm or .40 S&W

"Guns hit store shelves at the end of the month in April or early May. The pistol itself is a lot to talk about – the most rugged of all "pocket rocket" pistols with M&P reliability and quality, but Smith also innovated in its supply chain to coordinate launch, distribution and aftermarket parts and accessories. No firearm company has been able to coordinate all of these in the United States up to this time. It sets a new standard in the firearm industry that stands as a significant competitive advantage for Smith & Wesson."

Ammo Land - May 29, 2012



Our Strategic Direction: Focus on Firearms

- ✓ Grow sales and increase profitability
- ✓ Expand manufacturing capacity intelligently
 - Focus on M&P™ Pistol platform
- ✓ Optimize expenses on a company-wide basis
 - Focus on improving gross margins
- ✓ Maintain robust new product pipeline
 - Launch new products strategically
- ✓ Leverage existing product portfolio



Objective: Deliver Enhanced Stockholder Value



Financial Model: Three Year Goals

- ✓ Gross Margins of 38% - 40% -- Drivers will include:
 - Focus on M&P™ platform
 - Exit from Walther business
 - Introduction of significant new products
 - Leverage supplier capability and invest in vertical integration
 - Further simplify and refine go-to-market strategy
- ✓ Operating Margins of 20% - 22% -- Drivers will include:
 - Continued focus on consumer pull market strategy
 - Increased marketing and advertising designed to drive share gain
 - Continued focus on efficiency and cost savings activities



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Questions & Answers

Addendum Slides



Smith & Wesson®



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SMITH & WESSON HOLDING CORPORATION AND SUBSIDIARIES						
RECONCILIATION OF GAAP NET INCOME TO ADJUSTED EBITDA (Unaudited)						
	Trailing Six Months Ended, July 31, 2012			Trailing Twelve Months Ended, July 31, 2012		
	GAAP	Adjustments	Adjusted	GAAP	Adjustments	Adjusted
Net sales	\$ 265,838	-	\$ 265,838	\$ 456,202	-	\$ 456,202
Cost of sales	167,682	(7,104) (1)	160,578	303,496	(13,952) (1)	289,544
Gross profit	98,156	7,734	105,200	152,706	13,952	166,718
Operating expenses:						
Research and development	2,116	(41) (1)	2,075	4,349	(126) (1)	4,223
Selling and marketing	13,323	(188) (1)	13,205	30,021	(259) (1)	29,766
General and administrative	25,755	(3,007) (3)	22,748	47,716	(7,108) (2)	40,608
Total operating expenses	41,194	(3,166)	38,028	82,086	(7,493)	74,597
Operating income from continuing operations	56,962	10,270	67,232	70,680	21,441	92,121
Other income (expense):						
Other income (expense), net	16	-	16	44	-	44
Interest income	677	(617) (6)	60	1,470	(1,349) (6)	130
Interest expense	(3,426)	3,426 (4)	-	(7,532)	7,531 (4)	(1)
Total other income (expense), net	(2,733)	2,809	76	(6,018)	6,191	173
Income from continuing operations before income taxes	54,229	13,079	67,308	64,662	27,632	92,294
Income tax expense	17,542	(17,542) (5)	-	21,634	(21,634) (5)	-
Income from continuing operations	36,687	30,621	67,308	43,028	49,266	92,294
Discontinued operations:						
Income (loss) from operations of discontinued security solutions division	(9,321)	7,221 (7)	(2,100)	(14,925)	8,759 (7)	(6,166)
Income tax benefit	(2,889)	2,889 (5)	-	(4,999)	4,999 (5)	-
Income (loss) on discontinued operations	(6,432)	4,332	(2,100)	(9,926)	3,760	(6,166)
Net income/comprehensive income	\$ 30,255	\$ 34,953	\$ 65,208	\$ 33,102	\$ 53,026	\$ 86,128

- (1) To eliminate depreciation, amortization, and plant consolidation costs.
(2) To eliminate depreciation, amortization, stock-based compensation expense, plant consolidation costs, severance benefits for our former President and CEO, and DOJ/SEC costs and related profit sharing impacts of DOJ/SEC.
(3) To eliminate depreciation, amortization, stock-based compensation expense, plant consolidation costs, and DOJ/SEC costs and related profit sharing impacts of DOJ/SEC.
(4) To eliminate interest expense.
(5) To eliminate income tax expense.
(6) To eliminate intercompany interest income.
(7) To eliminate depreciation, amortization, interest expense, loss on sale of discontinued operations, and stock-based compensation expense.



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SMITH & WESSON HOLDING CORPORATION AND SUBSIDIARIES						
RECONCILIATION OF GAAP NET INCOME FOR TRAILING SIX AND TWELVE MONTHS (Unaudited)						
	For the Three Months Ended,				Trailing Six Months Ended, July 31, 2012	Trailing Twelve Months Ended, July 31, 2012
	October 31, 2011	January 31, 2012	April 30, 2012	July 31, 2012	GAAP	GAAP
Net sales	\$ 92,299	\$ 98,125	\$ 129,843	\$ 135,995	\$ 265,838	\$ 456,202
Cost of sales	67,693	68,121	82,980	84,702	167,682	303,496
Gross profit	24,606	30,004	46,863	51,293	98,156	152,706
Operating expenses:						
Research and development	1,241	992	973	1,143	2,116	4,349
Selling and marketing	8,636	8,062	6,495	6,828	13,323	30,021
General and administrative	11,295	10,666	13,729	12,026	25,755	47,716
Total operating expenses	21,172	19,720	21,197	19,997	41,194	82,086
Operating income from continuing operations	3,434	10,284	25,666	31,296	56,962	70,680
Other income/(expense):						
Other income (expense), net	20	8	16	-	16	44
Interest income	399	394	309	368	677	1,470
Interest expense	(2,477)	(1,629)	(1,439)	(1,987)	(3,426)	(7,532)
Total other income/(expense), net	(2,058)	(1,227)	(1,114)	(1,619)	(2,733)	(6,018)
Income from continuing operations before income taxes	1,376	9,057	24,552	29,677	54,229	64,662
Income tax expense	428	3,664	6,735	10,807	17,542	21,634
Income from continuing operations	948	5,393	17,817	18,870	36,687	43,028
Discontinued operations:						
Income (loss) from operations of discontinued security solutions division	(4,004)	(1,600)	(7,639)	(1,682)	(9,321)	(14,925)
Income tax benefit	(1,465)	(645)	(2,290)	(599)	(2,889)	(4,999)
Income (loss) on discontinued operations	(2,539)	(955)	(5,349)	(1,083)	(6,432)	(9,926)
Net income/(loss)/comprehensive income/(loss)	\$ (1,591)	\$ 4,438	\$ 12,468	\$ 17,787	\$ 30,255	\$ 33,102



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SMITH & WESSON HOLDING CORPORATION AND SUBSIDIARIES
 RECONCILIATION OF GAAP NET INCOME TO NON-GAAP ADJUSTED EBITDAS (Unaudited)

	For the Three Months Ended July 31, 2012:			For the Three Months Ended July 31, 2011:		
	GAAP	Adjustments	Adjusted	GAAP	Adjustments	Adjusted
Net sales	\$ 135,995	\$ —	\$ 135,995	\$ 91,730	\$ —	\$ 91,730
Cost of sales	84,702	(3,369) (1)	81,333	65,213	(3,971) (9)	61,242
Gross profit	51,293	3,369	54,662	26,517	3,971	30,488
Operating expenses:						
Research and development	1,143	(28) (1)	1,115	1,338	(59) (9)	1,279
Selling and marketing	6,828	(62) (1)	6,766	8,125	(84) (9)	8,041
General and administrative	12,026	(1,339) (2)	10,687	11,520	(2,477) (3)	9,043
Total operating expenses	19,997	(1,429) (2)	18,568	20,983	(2,620) (3)	18,363
Operating income from continuing operations	31,296	4,798	36,094	5,534	6,591	12,125
Other income/(expense):						
Other income/(expense), net	—	—	—	34	—	34
Interest income	368	(317) (6)	51	403	(320) (6)	83
Interest expense	(1,987)	1,987 (4)	—	(1,941)	1,941 (4)	—
Total other income/(expense), net	(1,619)	1,670	51	(1,504)	1,621	117
Income from continuing operations before income taxes	29,677	6,468	36,145	4,030	8,212	12,242
Income tax expense	10,807	(10,807) (5)	—	1,753	(1,753) (5)	—
Income from continuing operations	18,870	17,275	36,145	2,277	9,965	12,242
Discontinued operations:						
Loss from operations of discontinued security solutions division	(1,682)	1,161 (7)	(521)	(2,702)	723 (8)	(1,979)
Income tax benefit	(599)	599 (5)	—	(1,216)	1,216 (5)	—
Loss on discontinued operations	(1,083)	562	(521)	(1,486)	(493)	(1,979)
Net income/comprehensive income	\$ 17,787	\$ 17,837	\$ 35,624	\$ 791	\$ 9,472	\$ 10,263

- (1) To exclude depreciation and amortization.
- (2) To exclude depreciation, amortization, stock-based compensation expense, and DOJ SEC costs and related profit sharing impacts of DOJ SEC.
- (3) To exclude depreciation, amortization, stock-based compensation expense, plant consolidation costs, and DOJ SEC costs and related profit sharing impacts of DOJ SEC.
- (4) To exclude interest expense.
- (5) To exclude income tax expense.
- (6) To exclude intercompany interest income.
- (7) To exclude loss on sale of discontinued operations, interest expense, and stock-based compensation expense.
- (8) To exclude depreciation, amortization, interest expense, and stock-based compensation expense.
- (9) To exclude depreciation, amortization, and plant consolidation costs.



Smith & Wesson Investor Presentation

September, 2012



Smith & Wesson



THOMPSON/CENTER