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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 9, 2006

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.**

The registrant is furnishing this Report on Form 8-K in connection with the disclosure of information, in the form of the textual information from a slide show presentation to be given at meetings with institutional investors throughout the remainder of the fiscal quarter.

The information in this 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 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.

The registrant does not have, and expressly disclaims, any obligation to release publicly any updates or any changes in the registrant’s expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

The text included with this Report is available on the registrant’s website located at [www.smith-wesson.com](http://www.smith-wesson.com), although the registrant reserves 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 2006.

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**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 9, 2006

By: /s/ John A. Kelly  
John A. Kelly  
Chief Financial Officer

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**EXHIBIT INDEX**

99.1 Smith & Wesson presentation dated March 2006.

# Smith & Wesson

Mike Golden, President, CEO  
John Kelly, CFO

March 2006



# Smith & Wesson Holding Corporation

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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 statements regarding the Company's strategies, the demand for the Company's products, the opportunity for growth of the Company, anticipated sales and operating results, customer satisfaction and cost-reduction efforts. 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, and other risks detailed from time to time in the Company's reports filed with the SEC.



# Investment Highlights

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- Leadership Team in Place
- A New Market Approach...Safety, Security, Protection, Sport
- A Strong, Untapped Legacy Brand
- Innovative New Products
- Growth Opportunities in Core Business
- Diversification into New Markets
- Significant Productivity Enhancement Opportunities
- Positive Legislative and Litigation Trends

**AMEX: SWB**

**Shares Outstanding: 39,206,647**

**Price: \$5.30 (at 3/7/06) Market Cap: \$208M**





# Experienced Leadership Team...

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Mike Golden, President, CEO

John Kelly, CFO

Tom Taylor, VP Marketing

Ken Chandler, VP Operations

Leland Nichols, VP Sales

Barbara Hunnicutt, VP Licensing

Ann Makkiya, Corporate Counsel

Bill Lachenmeyer, VP Human Resources



## Company Background

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- 154 Year Old American Company
- Headquarters: Springfield, Massachusetts
- 736 Employees
- Two Manufacturing Facilities (Union-Free):
  - Springfield, Massachusetts
    - Revolvers, Pistols
  - Houlton, Maine
    - Handcuffs, Pistols



# Company Background

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- **Largest U.S. Manufacturer of Handguns**
- **Largest U.S. Exporter of Handguns**
- **Largest U.S. Manufacturer of Handcuffs**
- **# 1 in U.S. Revolver Market Share**
- **# 3 in U.S. Pistol Market Share**
- **A Legacy Brand With 87% Brand Awareness With the General Public (Not Just Firearm Enthusiasts)**

Source: Federal Excise Tax Data – Q3, 2004  
American Sports Data - Nov, 2004



# S&W: 87% Brand Awareness

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**Extremely high in our served markets, and in markets we do not serve today:**

**A company-sponsored, 2004 survey asked consumers about their purchase intent for the following products & services. S&W ranked as follows:**

Revolvers	#1	(served)
Pistols	#1	(served)
Shotguns	#3	(not served)
Hunting Rifles	#3	(not served)
Tactical Rifles	#1	(not served)
Ammunition	#4	(not served)
Security Systems	#3	(not served)

Source: American Sports Data - Nov, 2004



# A New Market Approach

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Smith & Wesson Yesterday: Selling Handguns  
in the U.S. Sporting Goods Channel

GOAL

Smith & Wesson Today: A Global Leader in  
**Safety...Security...Protection...Sport**



# Growth Strategy

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Use “Safety-Security-Protection-Sport” platform to enter new markets while driving CAGR of 19-20% in core business in fiscal 2006.

## Brand Development

- Re-invent the legacy
- Key to new market entry
- Licensing opportunities
- Marketing initiatives

## Existing Handgun Business

- Innovative New Products
- Sporting Goods
- Law Enforcement
- Military/Federal Government
- International

## New Market Possibilities

- Long Guns
- Training/Ranges
- Less Lethal
- Ammunition
- Firearms Accessories
- Security Systems
- Criminal Investigation
- Homeland Defense
- Products/Services

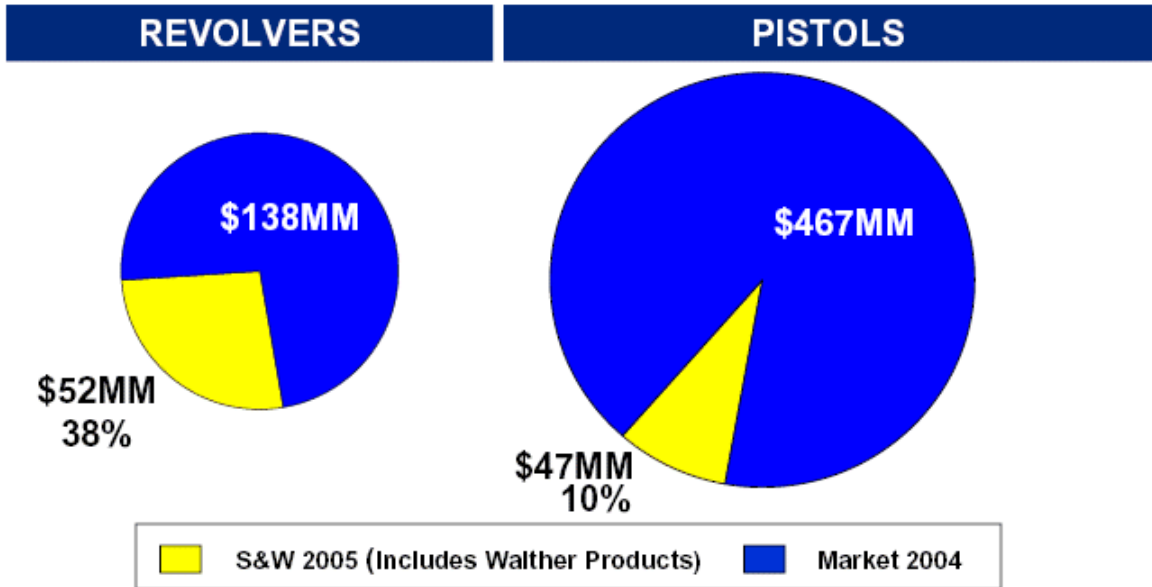


**Smith & Wesson®**



# Revolver / Pistol Market: \$605MM

2004 (CALENDAR) U.S. DOMESTIC NON-MILITARY MARKET – 2005 (FISCAL) S&W SALES



SOURCE: BATF 2004 Excise Tax Study & Smith & Wesson Management Estimates



# Innovative New Products

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## Revolvers



## Pistols





# Introducing the Smith & Wesson Military & Police Pistol

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- First units shipped December 5, 2005
- Engineered with input from over a dozen LE and military organizations
- Unique features incorporate versatility, enhanced durability and safety.
- World class product introduction, regarded as the most professional the industry has seen.
- Premium priced, feature rich product, designed to penetrate LE and military markets.

Smith & Wesson®  
**M&P**  
MILITARY & POLICE



# Channel Management Strategy

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<b>Local Law Enforcement</b>	<b>Federal Law Enforcement &amp; Military</b>
<b>International</b>	<b>Sporting Goods</b>



# Handgun Growth Strategy

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## Sporting Goods Channel

- Sales Leadership in Place
  - Eoin B. Stafford, Director of Sporting Goods Sales – Formerly H&K
- Expanded Smith & Wesson Employee Sales Force (+16)
  - Elimination of manufacturer’s reps
  - Demand creation: Product “pull” vs. “push”
- Increased focus on high margin segments
  - Engraving, Commemorative Guns, Performance Center
- New Products Launched: M&P Pistol, S&W 460, S&W 500, 1911’s
- Consumer Marketing Programs Scheduled
  - Event Marketing & Pull Promotions



# Handgun Growth Strategy

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## Military/Federal Government Channel

- Leadership in Place
  - Ernest Langdon, Director of Federal Law Enforcement/Military Sales
  - Formerly Operations Manager, Law Enforcement Sales with Beretta
  - Tactical training provider to law enforcement and military
  - Multiple national and world titles in competitive shooting sport
- Lobbying efforts underway
  - Hired major lobbying firm
  - Regular CEO visits to Washington, DC
- Four new contracts: U.S. Government for Afghanistan Army (75,000 units)
  - Launched M&P pistol – aimed at Federal Law Enforcement (FBI, etc.)



# Handgun Growth Strategy

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## Law Enforcement Channel

- **Leadership in Place**  
Bryan James, Dir. Law Enforcement Sales – formerly Glock
- **Expanded Sales Organization**
  - Two additional top sales executives hired from Glock
  - Increased from 5 to 8 Regional Sales Managers
- **Launched M&P Pistol**
  - Designed specifically to penetrate police/military markets
  - Designed with input from multiple police departments
  - Test & Evaluation units to >150 departments
    - Orders from 8 law enforcement agencies – more pending
    - National & International



# Handgun Growth Strategy

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## International Channel

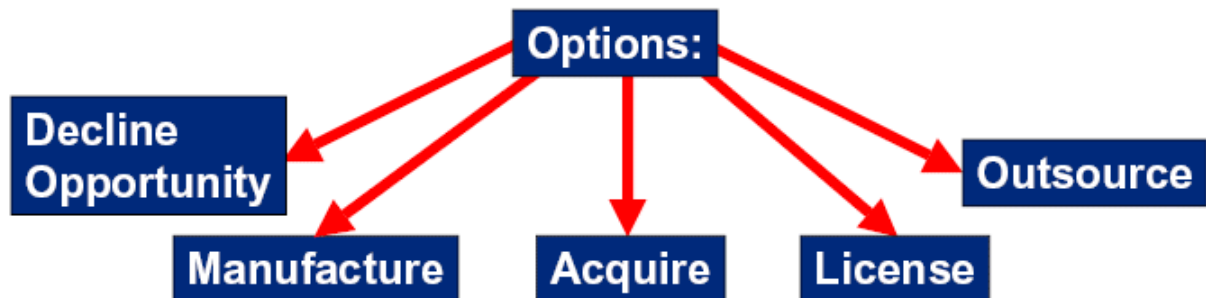
- Leadership in Place:
  - Amaro Goncalves, Dir. International Sales – formerly Colt
- Launched M&P Pistol
  - Designed specifically to penetrate police/military markets
- Lobbying underway
  - Shorten Federal export approval timeline
  - Raise \$1,000,000 Congressional approval level
- Established & expanding sales channel and revenue base
  - Upgrading sales agents to those with contacts in police/military
    - Europe, Latin America, Asia, Middle East



# New Market Opportunities & Options

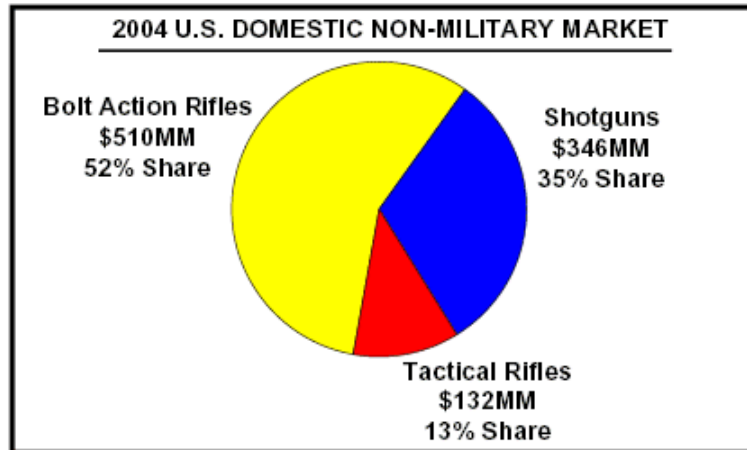
## Safety...Security...Protection...Sport

- Long Guns 
  - Shotguns
  - Hunting Rifles
  - Tactical Rifles
- Training/Ranges
- Ammunition
- Security Systems
- Criminal Investigation
- Homeland Defense Products/Services
- Less Lethal



# Smith & Wesson Enters the Long Gun Market

- Consumers say S&W should be in long guns...particularly tactical rifles
- Tactical rifles are the fastest growing segment in the long gun market
- Sporting Goods channel is underserved by premium tactical rifles
- Expansion of Military & Police family of products



SOURCE: BATF 2004 Excise Tax Study and Smith & Wesson Management Estimates






## Introducing the Smith & Wesson M&P15 Rifle Series



Smith & Wesson  
**M&P**  
MILITARY & POLICE



2005 Gun of the Year WINNERS  
**GUNS & AMMO**  
Smith & Wesson's NEW  
**M&P15**  
An EXCLUSIVE  
Green Paint  
RECOIL THERAPY  
Easy Mount  
2-Stage  
The Plan  
First Defense  
Through the  
Fire  
10 Accessories  
**8**  
30 00 Treasures  
**30**

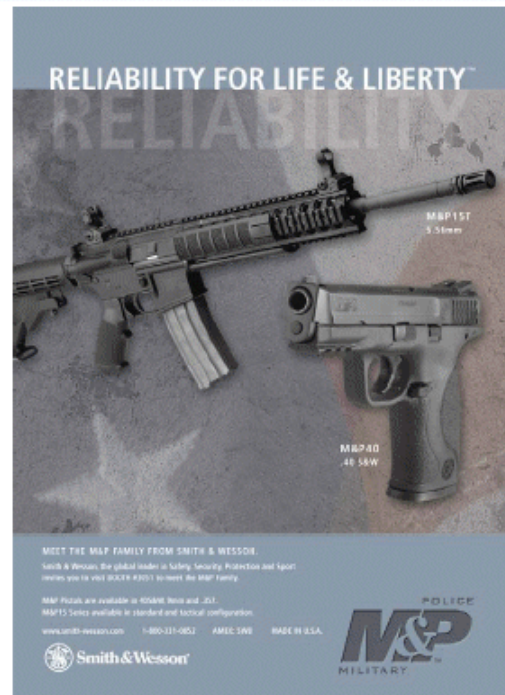
*"Smith & Wesson's new AR-type rifle is a credit to the firm's long history of duty guns."*  
- Dick Metcalf, Guns & Ammo Magazine, March/SHOT Show Edition

*"If you're a fan of the M4A1 Carbine, I can assure you that the new M&P Carbine is as good as it gets."*  
- Gary Paul Johnson, SWAT Magazine, SHOT Show Edition



# The Military & Police Family Begins...

- Concept to first shipment – 6 months
- Test & evaluation unit requests from 80 Law Enforcement Agencies
- First order received 3 weeks from launch
  - Las Vegas Metro P.D.
- Targeting 10%-15% market share in year one



# The Brand: Licensing Opportunities

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- FY 2005 Licensing Revenue: \$1.8M
  - Hearing & Eye Protection, Knives, Safes, Soft Air Guns, etc.
- Target: Grow Licensing Revenue 3-5X by 2009
  - Recent Licensees: Sentry Safe, Radiator Specialty (gun cleaning products) Hats and Tees
  - New Possibilities: Monitored Security Systems, Ammunition, Truck and Hunting Accessories
- Focus: Use licensing to enter new markets, serve brand loyalty opportunities, and aggressively pursue initiatives that fall within:

**Safety...Security...Protection...Sport  
& Brand Loyalty**



# The Brand: Re-Inventing a Legacy

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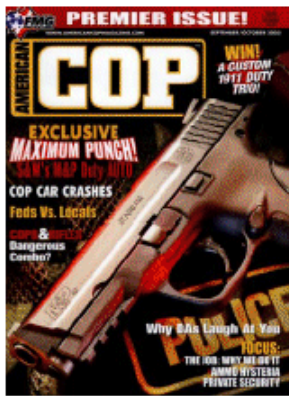
**Inconsistent Message to a Limited Audience**

**GOAL**

**“Loud” and Visible Brand With a  
Consistent Message to a Diverse Audience**



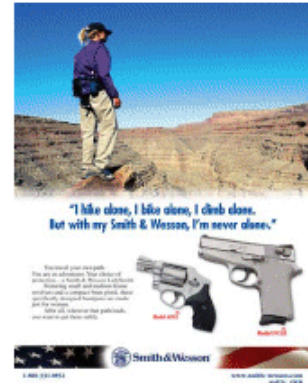
# Media Blitz



## Selling Guns to the Gun-Shy



Wall Street Journal  
Front Page – Marketplace Section  
July 28, 2005



- 36 magazine covers in 11 months
  - Unprecedented in industry
  - Outpacing all major competitors
  - M&P - 22 Editorial features issued or committed
- Visibility in core magazines, TV and radio as well as non-industry publications.
  - **Over 102 million total impressions.**




# Marketing Initiatives

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## NASCAR



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Customer Affinity Programs:  **Smith & Wesson**  
*CLUB 1852*



# Operations / Manufacturing

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- Strong Team Supporting:
  - Pistol Process Line
  - New Product Development
- Initial Focus: Stabilize Operations
  - Repeatable & predictable machinery
  - Consistent Output
- Current Focus:
  - Implementing Smith & Wesson Operating System
    - Based on Toyota Production System
    - Problem-Solving Process Development
      - Standardize approach & deliver solutions faster
  - Upgrading Technology
    - New machining / Equipment re-furbishing



# Driving Gross Margin Improvement

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- Production Rates up Significantly

		Jan-Dec
Revolvers	Guns Per Day	44%
Pistols	Guns Per Day	300%





# Legislative & Litigation Trends

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**Protection of Lawful Commerce in Arms Act  
Signed into law October, 2005**



# Income Statement Summary

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Year Ended April 30, 2005		
	2004	2005
Revenue	\$117.9	\$124.0
Gross Profit	\$39.1	\$40.9
Operating Income	\$4.8	\$11.2
Net Income	\$0.8	\$5.2
EPS	\$0.02	\$0.14

\*In millions except for per share data



# Income Statement Summary

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Quarter Ended January 31, 2006		
	2005	2006
Revenue	\$31.1	\$38.6
Gross Profit	\$7.7	\$11.3
Operating Income	\$0.6	\$1.9
Net Income	(\$0.2)	\$1.1
EPS	----	\$0.03

\*In millions except for per share data



# Income Statement Summary

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Nine Months Ended January 31, 2006		
	2005	2006
Revenue	\$88.0	\$106.0
Gross Profit	\$29.5	\$31.4
Operating Income	\$7.7	\$7.9
Net Income	\$3.4	\$4.5
EPS	\$0.90	\$0.11

\*In millions except for per share data



## Balance Sheet Summary

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January 31, 2006	
Cash & Cash Equivalents	\$0.95
Accounts Receivable	\$19.2
Working Capital	\$20.7
Accounts Payable	\$9.1
Notes Payable	\$18.9
Equity	\$34.2
Total Shares Outstanding	39.2

\*In Millions



# Annual Guidance

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	FY2007	FY2006 Guidance	FY2005 Actual
New Product Sales	\$172-\$180m	+19-20%	\$124.0m
Income	\$12.5	\$7.5-\$8.0m	\$5.2m*
Earnings per Fully Diluted Share:	\$0.30	\$0.19-\$0.20*	\$.14*

\*Guidance takes into account expected adjustments to reflect the early adoption of Statement of Financial Accounting Standard No. 123R, Share-Based Payment. That adoption is expected to result in approximately \$ 2.0 million in expense fiscal 2006 as compared to \$626 thousand in fiscal 2005. See full discussion in company's 10k filing.



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