
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

June 18, 2007

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 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 throughout the remainder of the fiscal quarter.

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.

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, 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.*

<u>Exhibit Number</u>	<u>Exhibits</u>
99.1	Smith & Wesson presentation dated June 2007.

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: June 18, 2007

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

EXHIBIT INDEX

99.1 Smith & Wesson presentation dated June 2007.



Smith & Wesson Holding Corporation

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, and anticipated sales and operating results. 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

- Highly valuable Smith & Wesson brand
- Large market opportunity in safety, security, protection and sport
- Leading market position in the handgun market
- Recently entered all long-gun market segments (rifles, shotguns)
- Experienced management team with proven track record
- Strong financial performance

 Smith & Wesson
NASDAQ LISTED
Shares Outstanding: 39.7mm
Price: \$16.15 (at 6/15/07)
Market Cap: \$641mm



Company Profile

- 155-year old American firearms company
- Largest U.S. manufacturer of handguns & handcuffs
- 2006 market share:
 - #1 in revolvers — FY2007 sales growth: 4.3%
 - #3 in pistols — FY2007 sales growth: 59.7%
- New growth fueled by:
 - Taking share in \$625M core handgun market
 - Expansion into \$1.1B long gun market
 - 80% larger than handgun market
 - Acquired Thompson/Center Arms January 2007
 - Launching S&W hunting rifle in mid-2007
- 1450 Employees in three non-union, U.S. factories:
 - Springfield, MA; Houlton, ME; Rochester, NH



Experienced Management Team

- Michael Golden, President/CEO
 - 30 Yrs: Kohler, Stanley Works, Black and Decker, Procter & Gamble
- John Kelly, CFO
 - 22 Yrs: Smith & Wesson
- Leland Nichols, President, Smith & Wesson Firearms
 - 22 Yrs: Kohler, Stanley Works, Black and Decker
- Gregg Ritz, President, Smith & Wesson Hunting
 - 14 Yrs: Thompson/Center Arms, Inc.
- Tom Taylor, VP Marketing
 - 24 Yrs: Coca Cola, Frito-Lay
- Tom Fimmen, VP Sales
 - 25 Yrs: Union Carbide, GE Silicones, Stanley Works (Wal-Mart Sales Mgr)
- Ken Chandler, VP Operations
 - 22 Yrs: Ingersoll Rand, Autoliv
- Bobbie Hunnicutt, VP Licensing
 - 25 Yrs: Meredith, Stanley Works, Harley-Davidson



S&W: 87% Brand Awareness

A company-sponsored, 2004 survey asked consumers about their future purchase intent:

<u>Product / Service</u>	<u>S&W Rank</u>	<u>Current Status</u>
Revolvers	#1	Served
Pistols	#1	Served
Tactical Rifles	#1	Served: March 2006
Shotguns	#3	Served: June 2007
Hunting Rifles	#3	Planned launch: Mid-2007
Security Systems	#3	Not served
Ammunition	#4	Not served

Source: American Sports Data - Nov, 2004



Smith & Wesson



Our Vision

The most recognizable company in the global business of
Safety...Security...Protection...Sport



Growth Strategy

Use “Safety-Security-Protection-Sport” platform to enter new markets while continuing to drive growth in our core firearms businesses

Drive Growth in Handgun Market

- Innovative Products
- Law Enforcement
- Military/Federal Gov't
- International
- Sporting Goods

Diversify into New Markets

- Long Guns
- Law Enforcement
- Criminal Investigation
- Homeland Security
- Defense

Build and Leverage Brand

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



Smith & Wesson



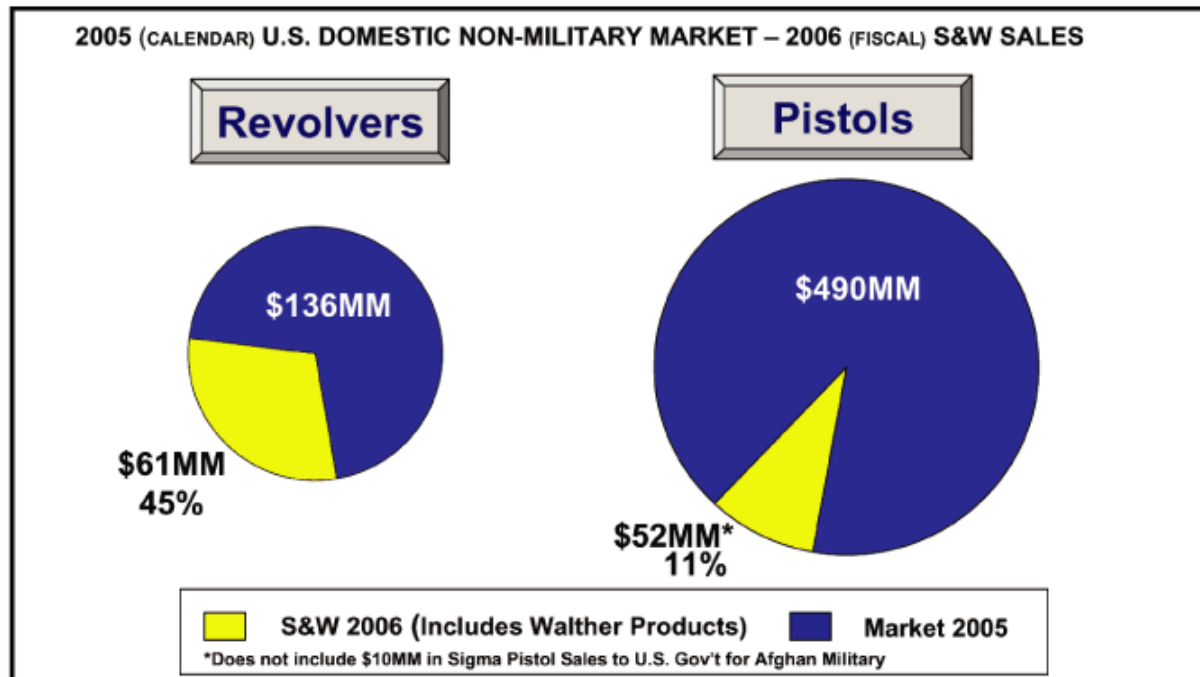
Smith & Wesson - Handguns Revolvers/Pistols



Smith & Wesson



Revolver / Pistol Market: \$626MM



SOURCE: BATF 2005 Excise Tax Study & Smith & Wesson Management Estimates

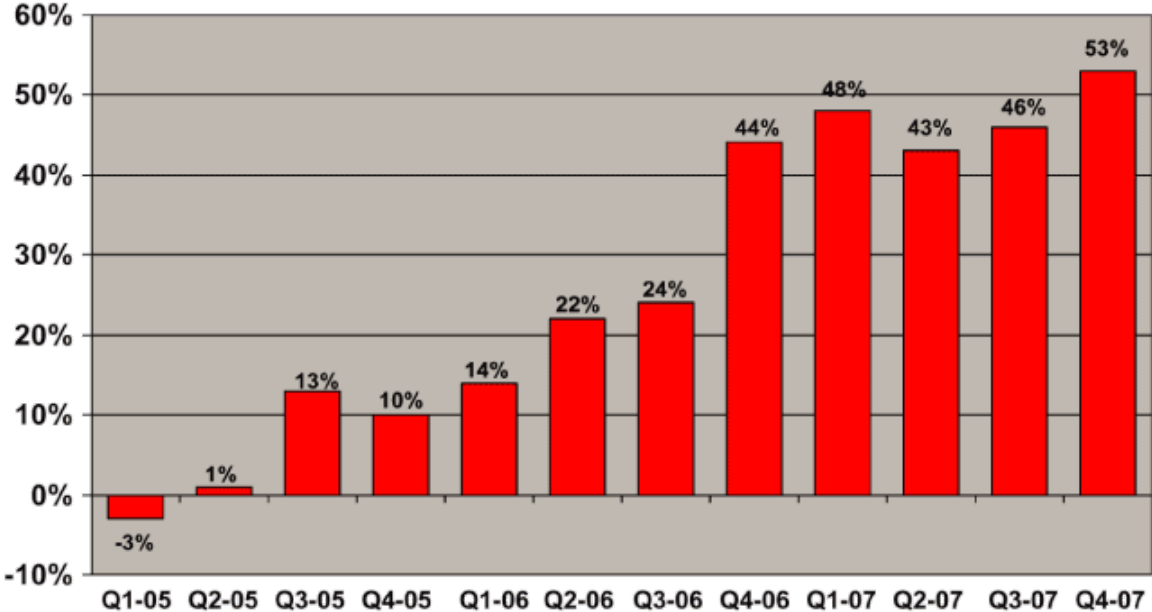


Smith & Wesson



Smith & Wesson Firearms Sales

(Year over Year Growth %)



Channel Management Strategy



Local LE



Sporting Goods



Fed Gov't/Military



International



Smith & Wesson®



Strategy: Sporting Goods Channel

- Growth in FY 2007: +35.2%
- Sales Force Conversion: 30 U.S. Sales Employees
- New Product Support:
 - M&P Pistol Family
 - M&P15 Tactical Rifle Series
 - “Classics” Series
 - Shotguns
- Consumer “Pull” Promotions & Marketing
 - Shooting for Hawaii
 - NASCAR
 - Unrivaled editorial coverage



Smith & Wesson



Smith & Wesson Retail Focus



- Retail Impact Program
 - In-Store Merchandising
 - Focused brand message
 - Enhanced product presentation



In-Counter Display Units

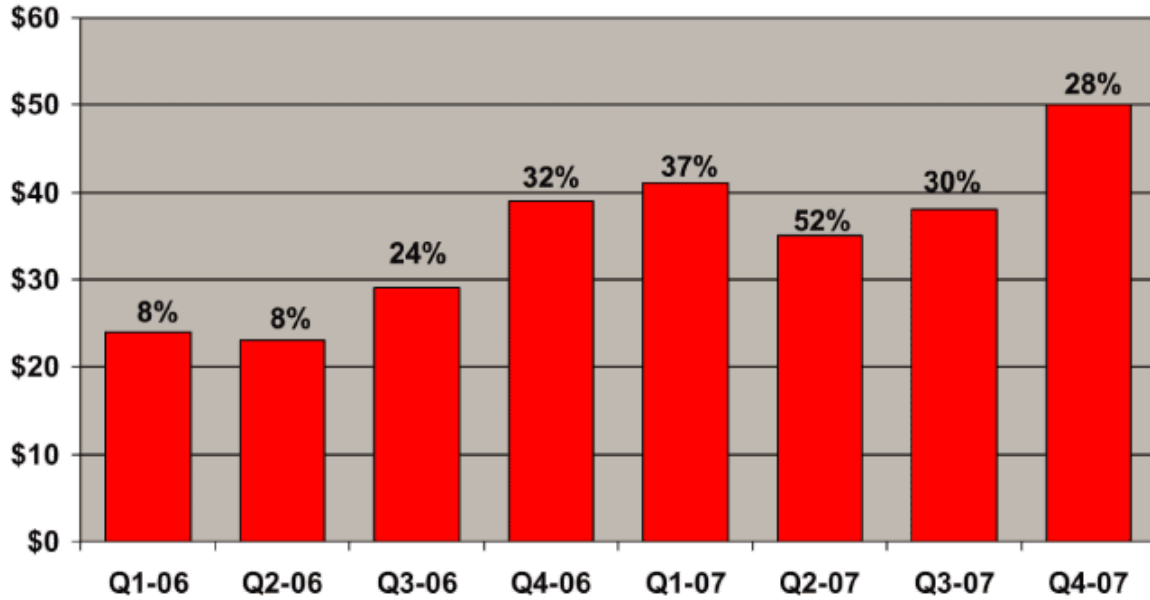
Designed to enhance the in-store presentation of Smith & Wesson and Weather's handgun products.

Simply install the display in your store on a 12" or wider shelf and select the appropriate product display card. (Clear acrylic display cards for future use.)



Sporting Goods Sales Growth

FY (\$ In Millions)



Strategy: Military/Federal Government

- Growth in FY 2007: \$10.7MM vs \$11MM in 2006.
 - Won: Four orders / 75K Units – US Gov't to Afghanistan Military
- Regular Visits to Washington by CEO, COO, Lobby Firm
 - Increasing visibility on industry issues, potential orders
 - Quality products, made in America, by an American Company
- Anticipate military changing from 9 mm to 45 caliber
 - M&P45 Pistol launched January 2007
- Robust M&P Product Portfolio:
 - M&P40, M&P9, M&P40 Compact, M&P9 Compact, M&P45, M&P15 Tactical Rifle
- Several federal agencies testing M&P Pistol and Rifle



Smith & Wesson



Strategy: Law Enforcement

- Smith & Wesson originally owned 98% of LE: today 10%
 - Market Size: 17,000 Departments and 800,000 Officers
 - Goal: Re-take leadership with M&P Pistols & Rifles
 - Designed with and for Law Enforcement
- Growth in FY 2007: 126%
 - 80% Win Rate – Represents 19,000 officers
 - 216 LE Departments committed to M&P Pistol
 - 150 departments currently testing
- Experienced Leadership:
 - Several experienced Glock sales leaders hired FY 2006
- New, Full Polymer Pistol/Rifle Portfolio:
 - Jan 2006: M&P40 – Initial LE entry
 - May 2006: M&P9 - Preferred international caliber
 - Feb 2006: M&P15/15T – Provides SWAT tactical capability
 - (96% win rate 82 LE agencies)
 - Oct 2006: M&P9 Compact – Concealed carry
 - Jan 2007: M&P40 Compact – Concealed carry
 - Jan 2007: M&P45 Full Size – Military potential



Smith & Wesson®



Strategy: International

- **Established & expanding sales channel and revenue base**
 - **Upgrading sales agents to enhance contacts in police/military**
 - **Europe, Latin America, Asia, Middle East**
- **New Product Support:**
 - **M&P9: Domestic & international markets**
- **Lobbying focus:**
 - **Shorten Federal export approval timeline**
 - **Raise \$1MM Congressional approval export threshold**
- **Growth in FY 2007: 10.1% (Q4 +59%)**



Addressing New Growth Opportunities

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



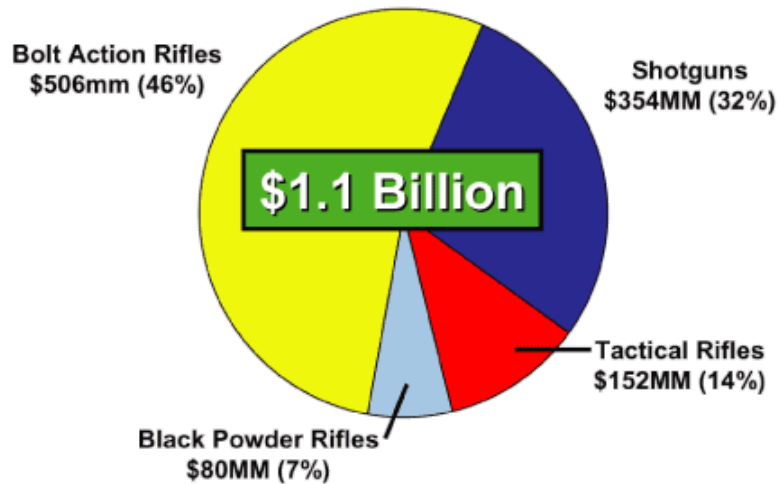
Smith & Wesson - Long Guns Rifles/Shotguns



Entering New Markets: Long Guns

The long gun market is 80% larger than the handgun market

2005 U.S. DOMESTIC NON-MILITARY MARKET

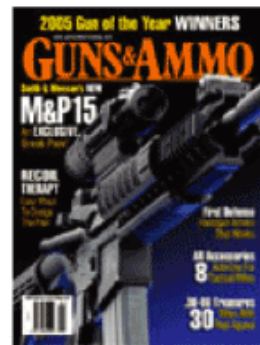
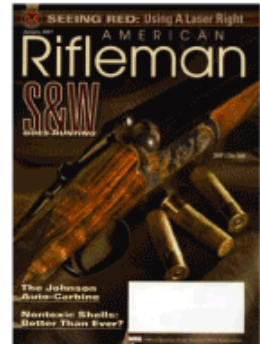


SOURCE: BATF 2005 Excise Tax Study and Smith & Wesson Management Estimates Based on 2005 vs. 2006 data from top 3 distributors.



Why the Long Gun Market?

- \$1.1 Billion Market: 80% larger than handguns
- Consumers already perceive S&W as a leader
- Highly fragmented and void of sophisticated marketing
- Solidly executing on long gun entry plan:
 - Entered long gun market March 2006: M&P15 Tactical Rifle
 - Sales/orders exceed 10% of market in first year
 - Unveiled first shotgun products January 2007
 - S&W hunting rifle scheduled for mid-2007 launch
 - Acquired Thompson/Center Arms January 2007
 - adds full complement of hunting rifles to portfolio
 - accelerates S&W entry/growth in the long gun market



Smith & Wesson®



Thompson/Center Arms



- **Company Overview**

- 41-year old long gun company in Rochester, NH
- Leading player in black powder and interchangeable firearms systems markets – 52% market share in black powder
- Robust new product pipeline for 2007
 - Launched first bolt action rifle January 2007 - ICON

- **Acquisition Benefits**

- Provides S&W immediate entry into hunting rifles
- Long gun barrel manufacturing expertise accelerates S&W growth in rifles
- Expands and strengthens existing distribution channels
- No product overlap



Smith & Wesson®



Building the Brand: Licensing

- Upgrading Retail Licensee Portfolio:
 - Wilsons Leather, Gun Safes, Gun Cleaning Products, Hats/T-shirts, Automotive

Future: Long Gun Accessories

- Establishing licensees in professional markets where Smith & Wesson can do business beyond licensing:

- Explosive-detection equipment

- New Possibilities:

Homeland
Security

Criminal
Investigation

Law
Enforcement

Defense

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



Enhancing Productivity

- **Achievements through FY 07:**
 - Turns improvement +32%
 - Machine uptime improved to 85%
 - Guns/day output +57% vs '05 +22% vs '06
 - Productivity ratio + 7% vs prior year

New process
reduced steps
from 13 to 3



- **Blending craftsmanship with technology:**
 - Implementing Smith & Wesson Operating System
 - Investing in Equipment and Technology
 - Technology Cell – Pistol Manufacturing
 - New machining / Equipment re-furbishing



Smith & Wesson



Financial Overview



Quarterly Income Statement Summary

<i>(US\$ in millions, except per share data)</i>	Three Months Ended April 30,		Year Ended April 30,	
	2006	2007	2006	2007
Sales	\$51.9	\$82.6	\$157.9	\$234.8
Gross Profit	18.2	26.6 ^(a)	49.6	76.3 ^(a)
Gross Margin	34.8%	32.1%	31.0%	32.3%
Operating Income	\$6.6	\$9.6	\$14.5	\$24.4
Net Income	4.2	5.2	8.7	13.0
EPS	\$0.11	\$0.12	\$0.22	\$0.31

Growth:

Sales: +59%

Sales: +49%

Net Income: +23%

Net Income: +49%

(a) Cost of Goods Sold for the Fourth Quarter and Full Year Included an Adjustment for Amortization of the Step-up of Thompson/Center Inventory to FMV as Part of the Acquisition Accounting totaling \$1.5 million and \$2.7 million, respectively.



Smith & Wesson



Annual Income Statement Summary

<i>(US\$ in millions, except per share data)</i>	Year Ended April 30,			
	2004	2005	2006	2007
Sales	\$ 117.9	\$ 124.0	\$ 157.9	\$ 234.8
Gross Profit	39.1	40.9	49.6	76.3
<i>Gross Margin</i>	32.7%	32.5%	31.0%	32.3%
Operating Income	\$ 4.8	\$ 11.2	\$ 14.5	\$ 24.4
<i>Operating Margin</i>	4.0%	8.9%	9.9%	10.4%
Net Income	\$ 0.8	\$ 5.2	\$ 8.7	\$ 13.0
EPS	\$ 0.02	\$ 0.14	\$ 0.22	\$ 0.31

Growth:

Sales: +5%	Sales: +27%	Sales: +49%
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Net Income: +531%	Net Income: +66%	Net Income: +49%
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FY 07 Results reflect Thompson acquisition, including approximately \$4.3 million in amortization of inventory FMV valuation and acquisition related intangibles



FY08 Annual Guidance

(US\$ in millions, except per share data)

Net Product Sales	\$330.0
Net Income	28.0
Earnings per Diluted Share:	\$0.62



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