

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-A/A**

(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Smith & Wesson Holding Corporation**  
(Exact Name of Registrant as Specified in Its Charter)

**Nevada**  
(State of Incorporation or Organization)

**87-0543688**  
(I.R.S. Employer Identification No.)

**2100 Roosevelt Avenue, Springfield, Massachusetts**  
(Address of Principal Executive Offices)

**01104**  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Preferred Stock Purchase Rights  
(Title of class)

(Title of class)

The undersigned registrant, Smith & Wesson Holding Corporation (the "Company"), hereby amends and supplements the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on August 25, 2005 (the "Form 8-A"). Capitalized terms used herein and not otherwise defined have the meanings ascribed to such terms in the Form 8-A.

**Item 1. Description of Registrant's Securities to be Registered.**

The response to Item 1 of the Form 8-A is hereby amended by adding the following after the last paragraph thereof:

On October 1, 2013, the Company entered into an Amendment and Termination of Rights Agreement (the "Amendment") with the Rights Agent, pursuant to which the Company amended the Rights Agreement. The Amendment accelerates the expiration date of the Rights Agreement from August 25, 2015 to October 1, 2013, such that, as of 5:00 p.m. New York City time on October 1, 2013, the Rights will expire and no longer be outstanding and the Rights Agreement will terminate and be of no further force or effect.

The foregoing is a summary only and does not purport to be a complete description of all of the terms, provisions, covenants, and agreements contained in the Amendment, and is subject to and qualified in its entirety by reference to the full text of the Amendment, which is filed herewith as Exhibit 4.12(a) to this Registration Statement on Form 8-A/A and is hereby incorporated by reference into this Item 1.

**Item 2. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.9	Certificate of Designation of Series A Junior Participating Preferred Stock (1)
4.12	Rights Agreement, dated as of August 25, 2005, between the Registrant and Interwest Transfer Company, Inc., as Rights Agent (1)
4.12(a)	Amendment and Termination of Rights Agreement, dated as of October 1, 2013, between the Registrant and Interwest Transfer Company, Inc., as Rights Agent

(1) Incorporated by reference to the Registrant's Form 8-A filed with the Securities and Exchange Commission on August 25, 2005.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

SMITH & WESSON HOLDING CORPORATION

Date: October 1, 2013

By: /s/ P. James Debney

P. James Debney

President and Chief Executive Officer

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(1) Incorporated by reference to the Registrant's Form 8-A filed with the Securities and Exchange Commission on August 25, 2005.

**AMENDMENT AND TERMINATION OF RIGHTS AGREEMENT**

THIS AMENDMENT AND TERMINATION OF RIGHTS AGREEMENT (this "Amendment and Termination"), dated as of October 1, 2013, is made by and between Smith & Wesson Holding Corporation, a Nevada corporation (the "Company"), and Interwest Transfer Company, Inc., a Utah corporation, as rights agent (the "Rights Agent"). All capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Rights Agreement (as defined below).

**RECITALS**

WHEREAS, the Company and the Rights Agent are parties to that certain Rights Agreement, dated as of August 25, 2005 (the "Rights Agreement");

WHEREAS, the Board of Directors of the Company has determined to terminate the Rights Agreement and, in furtherance thereof, the Company desires to enter into this Amendment and Termination pursuant to which the Rights Agreement will be amended to (i) accelerate the Final Expiration Date and (ii) terminate the Rights Agreement upon the expiration of the Rights;

WHEREAS, pursuant to Section 27 of the Rights Agreement, for so long as the Rights are outstanding and redeemable, the Company may, in its sole and absolute discretion, and the Rights Agent shall if the Company so directs, supplement or amend the Rights Agreement, and/or any term, provision or condition of the Rights Agreement, in any respect (except for the Redemption Price) without the consent or approval of any holder or holders of the Rights; and

WHEREAS, the Rights are currently outstanding and redeemable.

**AMENDMENT**

NOW, THEREFORE, in consideration of the premises and of the mutual covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Amendment to Section 7(a)(i) of the Rights Agreement. Section 7(a)(i) of the Rights Agreement is hereby amended and restated in its entirety to read as follows:

"(i) the Close of Business on October 1, 2013 (the "Final Expiration Date"),"

2. Termination. Upon expiration of the Rights in accordance with the terms of the Rights Agreement, as amended hereby, the Rights Agreement shall terminate and be of no further force or effect whatsoever without any further action on the part of the Company or the Rights Agent.

3. Governing Law. This Amendment and Termination, and all questions relating to its validity, interpretation, performance, and enforcement, shall be governed by and construed in accordance with the laws of the state of Nevada, notwithstanding any Nevada or other conflict-of-law provisions to the contrary.

4. Counterparts. This Amendment and Termination may be executed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

[Signature Page Follows]

**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment and Termination to be duly executed and attested, all as of the day and year first above written.

Attest: SMITH & WESSON HOLDING CORPORATION

By: /s/ Robert J. Cicero  
Name: Robert J. Cicero  
Title: Vice President, General Counsel,  
Chief Compliance Officer, and Secretary

By: /s/ P. James Debney  
Name: P. James Debney  
Title: President and Chief Executive Officer

Attest: INTERWEST TRANSFER COMPANY, INC.

By: /s/ Melinda K. Orth  
Name: Melinda K. Orth  
Title: Account Representative/Office Mgr

By: /s/ Kurtis D. Hughes  
Name: Kurtis D. Hughes  
Title: Vice President

Signature Page to Amendment and Termination of Rights Agreement