

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-KSB/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended April 30, 2003

TRANSITION REPORT PURSUANT SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _____ to _____.

Commission File No. 1-31552

Smith & Wesson Holding Corporation

(Name of Small Business Issuer In Its Charter)

Nevada
*(State or Other Jurisdiction
of Incorporation)*

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

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

01104
(Zip Code)

(800) 331-0852
(Issuer's Telephone Number, Including Area Code)

Securities registered under Section 12(b) of the Exchange Act:

None

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, \$0.001 Par Value Per Share
(Title of Class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes o No

Check if disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. o

The issuer's total net product sales for the fiscal year ended April 30, 2003 were \$98,468,766.

As of December 8, 2003, there were 30,761,380 outstanding shares of the issuer's common stock, par value \$0.001 per share ("Common Stock"), which is the only class of common stock of the issuer. As of December 8, 2003, the aggregate market value of the shares of Common Stock held by non-affiliates of the issuer, computed based on the closing price of \$1.89 per share, was approximately \$35,810,272.

DOCUMENTS INCORPORATED BY REFERENCE

None

Transitional Small Business Disclosure Format: Yes o No

EXPLANATORY NOTE

On December 18, 2003, Smith & Wesson Holding Corporation (the "Company") filed with the Securities and Exchange Commission its Annual Report on Form 10-KSB for the fiscal year ended April 30, 2003 (the "Initial Form 10-KSB"). The Initial Form 10-KSB included Exhibit 23.1, Consent of Independent

Auditors (the “Exhibit”). This Amendment No. 1 on Form 10-KSB/A amends the Exhibit to include reference to our Form S-8 (No. 338-87748). In addition, in connection with the filing of this Amendment No. 1 and pursuant to Rule 12b-15 promulgated under the Securities Exchange Act of 1934, the Company is including with this Amendment No. 1 certain currently dated certifications.

Except as described above, no other changes have been made to the Initial Form 10-KSB. This Amendment No. 1 continues to speak as of the date of the Initial Form 10-KSB, and the Company has not updated the disclosures contained therein to reflect any events that occurred at a date subsequent to the filing of the Initial Form 10-KSB.

TABLE OF CONTENTS

PART III	
ITEM 13. EXHIBITS, LIST AND REPORTS ON FORM 8-K	1
SIGNATURES	4
EX-23.1	
EX-31.1	
EX-31.2	
EX-32.1	
EX-32.2	

[Table of Contents](#)

Item 13. Exhibits, Financial Statements and Reports on Form 8-K

(a) The following documents are filed as part of this report:

	Page Number
Financial Statements:	
Report of Independent Auditors	F-2
Consolidated Balance Sheets at April 30, 2003 and 2002	F-3
Consolidated Statements of Operations and Other Comprehensive Income (Loss) for each of the two years in the period ended April 30, 2003	F-4
Consolidated Statements of Stockholders' Equity (Deficit) for each of the two years in the period ended April 30, 2003	F-5
Consolidated Statements of Cash Flows for each of the two years in the period ended April 30, 2003	F-6
Notes to Consolidated Financial Statements	F-7
Exhibits included or incorporated herein: See Exhibit Index.	

Exhibit No.	Description
2.1(2)	Stock Purchase Agreement dated as of May 11, 2001 between Tomkins Corporation, a Delaware corporation and Saf-T-Hammer Corporation, a Nevada corporation, pursuant to which Saf-T-Hammer Corporation acquired Smith & Wesson Corporation.
2.2(2)	Note issued by Saf-T-Hammer Corporation to Tomkins Corporation dated May 11, 2001.
2.3(2)	Guaranty by and between Saf-T-Hammer Corporation and Tomkins Corporation dated May 11, 2001.
2.4(2)	Promissory Note dated April 30, 1997 issued by Smith & Wesson Corp. to Tomkins Corporation.
2.5(2)	First Amendment to Promissory Note dated May 11, 2001 between Tomkins Corporation and Smith & Wesson Corp.
3.1(1)	Articles of Incorporation.
3.2(1)	Amendment to the Articles of Incorporation filed on October 16, 1996.
3.3(1)	Amendment to the Articles of Incorporation filed on May 12, 1998.
3.4(1)	Amendment to the Articles of Incorporation filed on October 22, 1998.
3.5(1)	Bylaws.
3.6(5)	Amendment to the Bylaws dated November 2, 2001.
3.7(7)	Amendment to the Articles of Incorporation filed on February 15, 2002.
3.8(8)	Amendment to the Bylaws dated July 24, 2002.
4.1(2)	Registration Rights Agreement between Saf-T-Hammer Corporation and Colton Melby dated May 6, 2001.
4.8(6)	2001 Stock Option Plan dated May 31, 2001.
4.9(6)	Form of Option to 2001 Stock Option.

Table of Contents

Exhibit No.	Description
4.10(6)	Employee Stock Purchase Agreement dated as of April 1, 2002.
4.11(6)	Form of Subscription Agreement to Employee Stock Purchase Agreement.
10.2(3)	Trademark Agency Agreement with UMAREX dated March 11, 2000.
10.3(3)	Agreement with Walther/ UMAREX dated August 1, 1999.
10.5(3)	Trademark License Agreement with UMAREX/ Gutman Cutlery dated July 1, 2000.
10.6(3)	Executive Employment Agreement with Robert L. Scott dated May 11, 2001.
10.12(3)	Agreement with Western Mass Electric dated July 6, 1998.
10.13(3)	Agreement with Western Mass Electric dated December 18, 2000.
10.14(3)	Settlement Agreement with Dept. of Treasury and HUD dated March 17, 2000.
10.15(3)	Letter Agreement with Dept. of Treasury and HUD dated May 2, 2000.
10.18(3)	Trademark License Agreement with Canadian Security Agency dated May 31, 1996.
10.19(3)	Promissory Note & Loan Agreement with Smith & Wesson Corp. dated May 15, 2001.
10.20(4)	Security Agreement with Smith & Wesson Corp. dated May 15, 2001.
10.22(4)	Master Supply Agreement with Remington Arms dated August 1, 2001.
10.23(5)	First Amendment to Promissory Note and Loan Agreement with Smith & Wesson Corp. dated November 2, 2001.
10.24(8)	Commercial Promissory Note with Banknorth, N.A. dated March 28, 2002.
10.25(8)	Loan Agreement with Banknorth, N.A. dated March 28, 2002.
10.26(8)	Guaranty to Banknorth, N.A. dated March 28, 2002.
10.27(8)	Guaranty from Smith & Wesson Corp. to Banknorth, N.A. dated March 28, 2002.
10.28(8)	Solvency Certificate to Banknorth, N.A. dated March 28, 2002.
10.29(8)	First Modification to Loan and Security Agreement and Revolving Line of Credit Note with Banknorth, N.A. dated March 28, 2002.
10.30(8)	Form of Wholesale Sporting Goods Distributor Agreement.
10.31(8)	Form of Wholesale Law Enforcement Distributor Agreement.
10.32(8)	Form of Law Enforcement Dealer Agreement.
10.33(9)	Executive Employment Agreement of Roy Cuny.
10.34(10)	Purchase and Sale Agreement with Springfield Redevelopment Authority.
10.35(10)	Environmental Agreement with Springfield Redevelopment Authority.
10.36(10)	Promissory Note from Springfield Redevelopment Authority.
10.37(10)	Severance Agreement with Mitchell A. Saltz.
10.38(10)	Severance Agreement with Sherry Noreen.
10.39(10)	Severance Agreement with Colton Melby.
21.1(10)	Subsidiaries of the Company.
23.1(10)	Consent of PricewaterhouseCoopers LLP.
24.1	Power of Attorney (see signature page of this Annual Report on Form 10-KSB).
31.1(10)	Rule 13a-14(a)/ 15d-14(a) Certification of Principal Executive Officer.

31.2(10) Rule 13a-14(a)/ 15d-14(a) Certification of Principal Financial Officer.

32.1(10) Section 1350 Certification of Principal Executive Officer.

32.2(10) Section 1350 Certification of Principal Financial Officer.

-
- (1) Incorporated by reference from the Company's Form 8-K, filed with the SEC on April 4, 2000.
 - (2) Incorporated by reference from the Company's Form 8-K, filed with the SEC on May 29, 2001.
 - (3) Incorporated by reference from the Company's Form 10-QSB filed with the SEC on August 13, 2001.

Table of Contents

- (4) Incorporated by reference from the Company's Form 10-QSB filed with the SEC on September 14, 2001.
- (5) Incorporated by reference from the Company's Form 10-QSB filed with the SEC on December 12, 2001.
- (6) Incorporated by reference to the Proxy Statement on Schedule 14A filed with the SEC on December 28, 2001.
- (7) Incorporated by reference from the Company's Form 10-QSB filed with the SEC on March 18, 2002.
- (8) Incorporated by reference from the Company's Form 10-KSB filed with the SEC on July 29, 2002.
- (9) Incorporated by reference from the Company's Form 10-QSB filed with the SEC on December 16, 2002.
- (10) Filed herewith.

(b) Reports on Form 8-K:

On March 3, 2003, as amended on March 24, 2003, the Company filed a Current Report on Form 8-K announcing the change in independent auditors to PricewaterhouseCoopers LLP.

On March 17, 2003, the Company filed a Current Report on Form 8-K relating to the CEO's and the CFO's Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

SMITH & WESSON HOLDING CORPORATION, a
Nevada corporation

By: /s/ROY C. CUNY

Roy C. Cuny
Chief Executive Officer

Date: April 8, 2004

EXHIBIT INDEX

Exhibit No.	Description
23.1	Consent of PricewaterhouseCoopers LLP.
31.1	Rule 13a-14(a)/ 15d-14(a) Certification of Principal Executive Officer.
31.2	Rule 13a-14(a)/ 15d-14(a) Certification of Principal Financial Officer.
32.1	Section 1350 Certification of Principal Executive Officer.
32.2	Section 1350 Certification of Principal Financial Officer.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-87748 and 333-87750) of Smith & Wesson Holding Corporation and its subsidiaries of our report dated November 19, 2003 relating to the financial statements of Smith & Wesson Holding Corporation, which appears in this Annual Report on Form 10-KSB.

/s/ PricewaterhouseCoopers LLP

Hartford, Connecticut
December 17, 2003

CERTIFICATION

I, Roy C. Cuny, certify that:

(1) I have reviewed this Form 10-KSB/A (Amendment No. 1) of Smith & Wesson Holding Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

(4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

(5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: April 8, 2004

/s/ Roy C. Cuny

Roy C. Cuny
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, John A. Kelly, certify that:

(1) I have reviewed this Form 10-KSB/A (Amendment No. 1) of Smith & Wesson Holding Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

(4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

(5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: April 8, 2004

/s/ John A. Kelly

John A. Kelly
Chief Financial Officer
(Principal Financial Officer)

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Smith & Wesson Holding Corporation (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Annual Report on Form 10-KSB/A (Amendment No. 1) of the Company for the fiscal year ended April 30, 2003 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 8, 2004

By: /s/Roy C. Cuny

Roy C. Cuny
Chief Executive Officer

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Smith & Wesson Holding Corporation (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Annual Report on Form 10-KSB/A (Amendment No. 1) of the Company for the fiscal year ended April 30, 2003 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 8, 2004

By: /s/John A. Kelly

John A. Kelly
Chief Financial Officer