



PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

[ ]

-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
7.67% (See Item 4(a))

-----  
(12) TYPE OF REPORTING PERSON \*\*  
00

-----  
\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge International LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
7.67% (See Item 4(a))

(12) TYPE OF REPORTING PERSON \*\*  
00

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

- (1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge Capital Corporation

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

- NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

- BENEFICIALLY (6) SHARED VOTING POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

OWNED BY

- EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

- PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

- (10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

- (11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
7.67% (See Item 4(a))

- (12) TYPE OF REPORTING PERSON \*\*  
00

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

- (1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge Capital L.P.

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

- NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

- BENEFICIALLY (6) SHARED VOTING POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

OWNED BY

- EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

- PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

- (10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

- (11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
7.67% (See Item 4(a))

- (12) TYPE OF REPORTING PERSON \*\*  
PN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge Master L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
7.67% (See Item 4(a))

(12) TYPE OF REPORTING PERSON \*\*  
PN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

- (1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge GP, Ltd.

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

- (10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

- (11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
7.67% (See Item 4(a))

- (12) TYPE OF REPORTING PERSON \*\*  
00

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

- (1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge GP, LLC

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
2,500,000 shares of Common Stock  
Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,500,000 shares of Common Stock  
Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

- (10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

- (11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
7.67% (See Item 4(a))

- (12) TYPE OF REPORTING PERSON \*\*  
00

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!



-----  
 (1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge Capital Management, LLC 20-1901985  
 -----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)   
 (b)

-----  
 (3) SEC USE ONLY  
 -----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware  
 -----

NUMBER OF (5) SOLE VOTING POWER  
 SHARES 0  
 -----

BENEFICIALLY (6) SHARED VOTING POWER  
 2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
 (See Item 4(a))

OWNED BY  
 -----

EACH (7) SOLE DISPOSITIVE POWER  
 0  
 -----

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
 2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
 (See Item 4(a))  
 -----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON  
 2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
 (See Item 4(a))  
 -----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

-----  
 (11) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (9)  
 7.67% (See Item 4(a))  
 -----

(12) TYPE OF REPORTING PERSON \*\*  
 00 - Limited Liability Company  
 -----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Glenn Dubin

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
7.67% (See Item 4(a))

(12) TYPE OF REPORTING PERSON \*\*  
IN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Henry Swieca

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
7.67% (See Item 4(a))

(12) TYPE OF REPORTING PERSON \*\*  
IN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

## Item 1.

## (a) Name of Issuer

Smith & Wesson Holding Corporation, a Nevada corporation (the "Company").

## (b) Address of Issuer's Principal Executive Offices

2100 Roosevelt Avenue  
Springfield, Massachusetts 01104

## Item 2(a). Name of Person Filing

## Item 2(b). Address of Principal Business Office

## Item 2(c). Citizenship

Smithfield Fiduciary LLC  
The Cayman Corporate Center, 4th Floor  
27 Hospital Road  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge International LLC  
The Cayman Corporate Centre, 4th Floor  
27 Hospital Road  
Grand Cayman, Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Corporation  
The Cayman Corporate Centre, 4th Floor  
27 Hospital Road  
Grand Cayman, Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Capital L.P.  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: State of Delaware

Highbridge Master L.P.  
c/o Harmonic Fund Services  
Cayman Financial Centre  
Tower C  
36 Dr. Roy's Drive  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge GP, Ltd.  
c/o Harmonic Fund Services  
Cayman Financial Centre  
Tower C  
36 Dr. Roy's Drive  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge GP, LLC  
c/o Harmonic Fund Services  
Cayman Financial Centre  
Tower C  
36 Dr. Roy's Drive  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: State of Delaware

Glenn Dubin  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: United States

Henry Swieca  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: United States

Item 2(d) Title of Class of Securities

Common Stock, \$0.001 par value per share ("Common Stock")

Item 2(e) CUSIP Number

831756-10-1

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

#### Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Subject to the Ownership Limitation (defined below), as of the date of this filing, each Reporting Person may be deemed the beneficial owner of (i) 2,500,000 shares of Common Stock currently owned by Smithfield Fiduciary LLC, and (ii) 460,000 shares of Common Stock issuable to Smithfield Fiduciary LLC upon the exercise of certain warrants (the "Warrants") currently held by it.

The Reporting Persons are voluntarily including the 460,000 shares of Common Stock into which the Warrants are exercisable as these Warrants are not exercisable until March 12, 2006. The number of shares of Common Stock into which the Warrants are convertible is limited pursuant to the terms of the Warrants to that number of shares of Common Stock which would result in Smithfield Fiduciary LLC having aggregate beneficial ownership of not more than 9.99% of the total issued and outstanding shares of Common Stock (the "Ownership Limitation").

Smithfield Fiduciary LLC is a wholly-owned subsidiary of Highbridge International LLC. Highbridge International LLC is a subsidiary of Highbridge Master L.P. Highbridge Capital Corporation and Highbridge Capital L.P. are limited partners of Highbridge Master L.P. Highbridge GP, Ltd. is the General Partner of Highbridge Master L.P. Highbridge GP, LLC is the General Partner of Highbridge Capital L.P. Highbridge Capital Management, LLC is the trading manager of Smithfield Fiduciary LLC, Highbridge International LLC, Highbridge Capital Corporation, Highbridge Capital L.P. and Highbridge Master L.P. Glenn Dubin is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Capital Management, LLC, Highbridge GP, Ltd., Highbridge GP, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of shares of Common Stock owned by Smithfield Fiduciary LLC.

(b) Percent of class:

7.67% (See Item 4(a)).

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

2,500,000 shares of Common Stock

Warrants to acquire up to 460,000 shares of Common Stock  
(See Item 4(a))

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing

the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of September 15, 2005, by and among Smithfield Fiduciary LLC, Highbridge International LLC, Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge Master L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca.



SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: September 15, 2005

SMITHFIELD FIDUCIARY LLC

HIGHBRIDGE INTERNATIONAL LLC

By: /s/ Howard Feitelberg  
-----  
Name: Howard Feitelberg  
Title: Director

By: /s/ Howard Feitelberg  
-----  
Name: Howard Feitelberg  
Title: Director

HIGHBRIDGE CAPITAL CORPORATION

HIGHBRIDGE CAPITAL L.P.

By: /s/ Howard Feitelberg  
-----  
Name: Howard Feitelberg  
Title: Controller

By: Highbridge GP, LLC  
its General Partner

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

HIGHBRIDGE MASTER L.P.

HIGHBRIDGE GP, LTD.

By: Highbridge GP, Ltd.  
its General Partner

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

HIGHBRIDGE GP, LLC

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

By: /s/ Carolyn Rubin  
-----  
Name: Carolyn Rubin  
Title: Deputy General Counsel

/s/ Glenn Dubin  
-----  
GLENN DUBIN

/s/ Henry Swieca  
-----  
HENRY SWIECA

## EXHIBIT I

## JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, \$0.001 par value, of Smith & Wesson Holding Corporation, a Nevada corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of September 15, 2005

SMITHFIELD FIDUCIARY LLC

By: /s/ Howard Feitelberg

Name: Howard Feitelberg

Title: Director

HIGHBRIDGE INTERNATIONAL LLC

By: /s/ Howard Feitelberg

Name: Howard Feitelberg

Title: Director

HIGHBRIDGE CAPITAL CORPORATION

By: /s/ Howard Feitelberg

Name: Howard Feitelberg

Title: Controller

HIGHBRIDGE CAPITAL L.P.

By: Highbridge GP, LLC  
its General Partner

By: /s/ Clive Harris

Name: Clive Harris

Title: Director

HIGHBRIDGE MASTER L.P.

By: Highbridge GP, Ltd.  
its General Partner

HIGHBRIDGE GP, LTD.

By: /s/ Clive Harris

Name: Clive Harris

Title: Director

By: /s/ Clive Harris

Name: Clive Harris

Title: Director

HIGHBRIDGE GP, LLC

By: /s/ Clive Harris

Name: Clive Harris

Title: Director

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ Carolyn Rubin

Name: Carolyn Rubin

Title: Deputy General Counsel

/s/ Glenn Dubin

-----  
GLENN DUBIN

/s/ Henry Swieca

-----  
HENRY SWIECA