
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

July 9, 2009
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.

We are furnishing this 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 a presentation to investors and analysts on July 9, 2009. This information may be amended or updated at any time and from time to time through another Report on Form 8-K, a later company filing, or other means.

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.

We do not have, and expressly disclaims, any obligation to release publicly any updates or any changes in our expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

The text included with this Report on Form 8-K is available on our website located at www.smith-wesson.com, although we reserve 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 July 9, 2009, entitled “Investor Day at NASDAQ.”

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: July 9, 2009

By: /s/ William F. Spengler
William F. Spengler
Executive Vice President, Chief Financial Officer,
and Treasurer

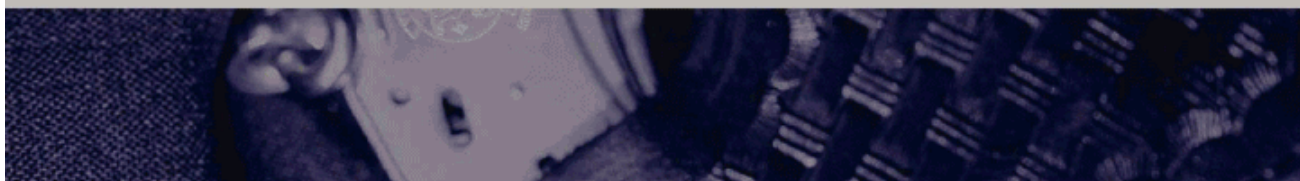
EXHIBIT INDEX

99.1 Smith & Wesson presentation, dated July 9, 2009, entitled "Investor Day at NASDAQ."



Investor Day
at NASDAQ

July 9, 2009



Macromedia Flash for Next Slide



If you can see the animation below the latest flash player is installed on your computer



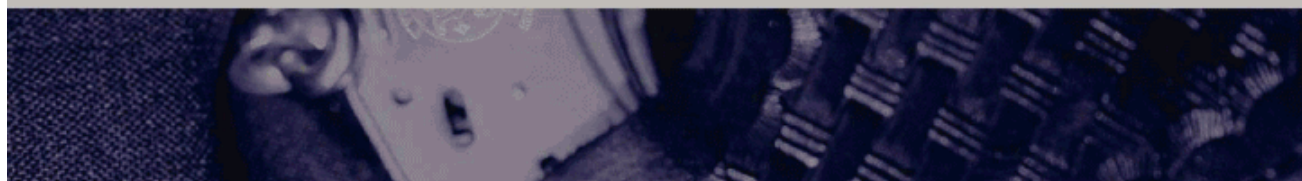
If you cannot see the animation copy and paste into your browser the link below to install

http://www.adobe.com/shockwave/download/triggerpages_mmcom/flash.html

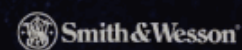
You need to reboot your computer after flash installs



Liz Sharp
VP Investor Relations



Agenda



Welcome and Safe Harbor

Liz Sharp

The Smith & Wesson Story

Mike Golden

USR – Dynamic Growth Platform in Security

Matt Gelfand

The New Smith & Wesson
– Two Powerful Platforms

Bill Spengler

Forward Looking Statement



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; revenue trends; the success of the Company's diversification strategy and new product offerings; the ability of the Company to capitalize on new business opportunities; the ability of the Company to capitalize on its two growth platforms; the performance, growth prospects, market position, and competitive strength of USR's product offerings; the ability to leverage, grow, and expand USR's business domestically and internationally as a Smith & Wesson company; the ability of the Company to diversify its business, to expand its revenue and EBITDAS, and to meet its net sales, gross margin, operating expense, and operating income goals; and the effect of the USR acquisition on the cash position and earnings of the combined company. 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.



Smith & Wesson[®]



Mike Golden
President and CEO



A Transformed Company 2005-2009



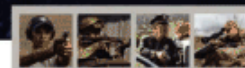
From: A manufacturer of revolvers



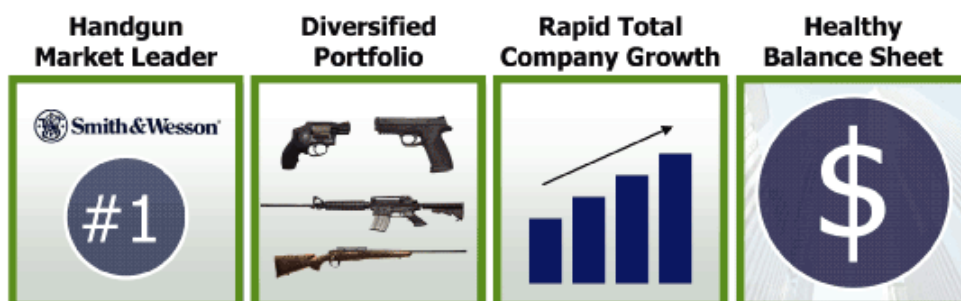
Revenues: \$126M



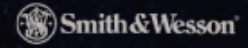
A Transformed Company 2005-2009



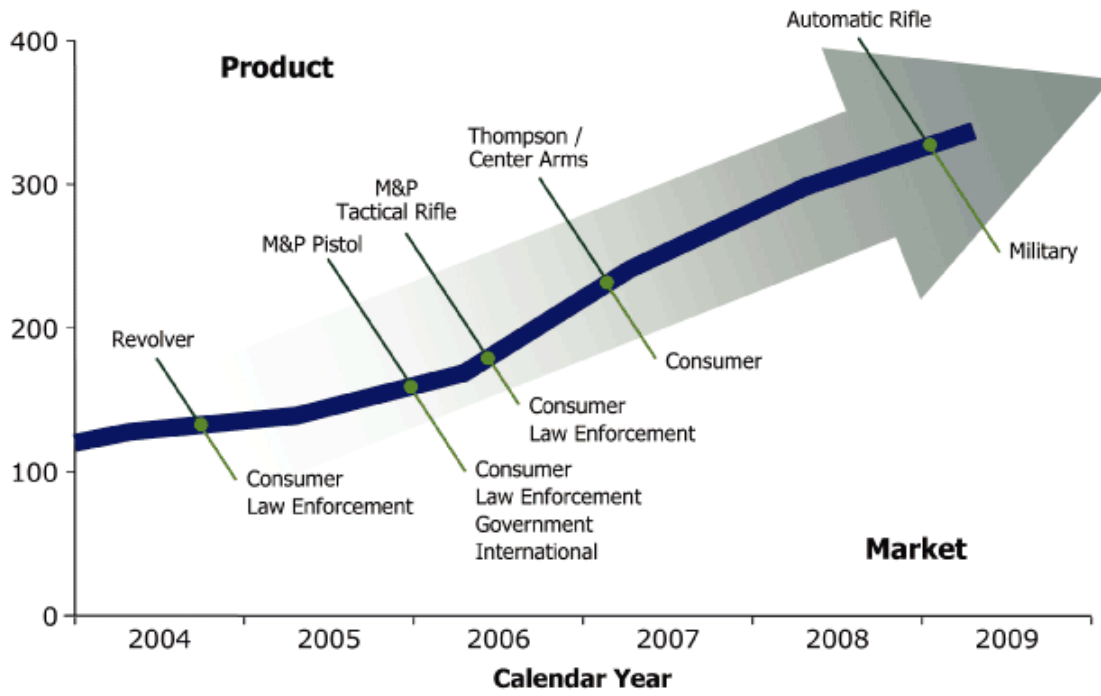
To: A global leader in firearms



Grew the Smith & Wesson Platform



Sales (\$M)





Case Study – M&P Pistol

New product developed for professional use

- Introduced M&P series Jan. 2006
- Selected by over 500+ law enforcement agencies

The law enforcement opportunity

- Large market, 17,000 agencies, 800,000 personnel
- Our share ~15% and rapidly growing, historically >90%
- Law enforcement win rate >80%

The military opportunity

- Military considering shift to .45 caliber
- M&P .45 commercially available





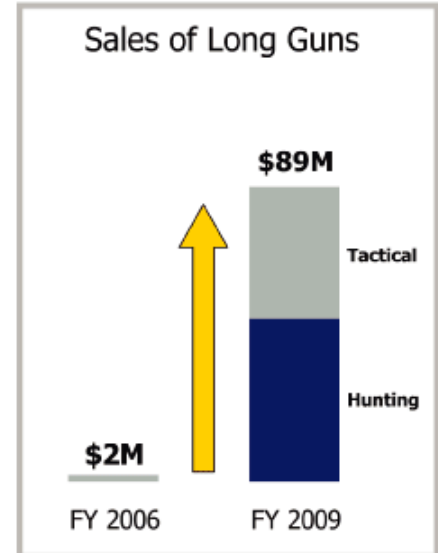
Example: Long Guns, a \$1.3B Domestic Market (a)

The opportunity

- Market larger than handguns
- Fragmented market, same distribution

Rapid entry and execution

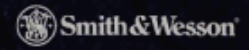
- February 2006: Introduced M&P15 Tactical Rifle
- January 2007: Acquired Thompson/Center Arms
Introduced ICON bolt-action rifle
- January 2009: Introduced T/C Venture bolt-action rifle
Introduced M&P15-22 Tactical Rifle
Introduced M&P4 Full Automatic Rifle



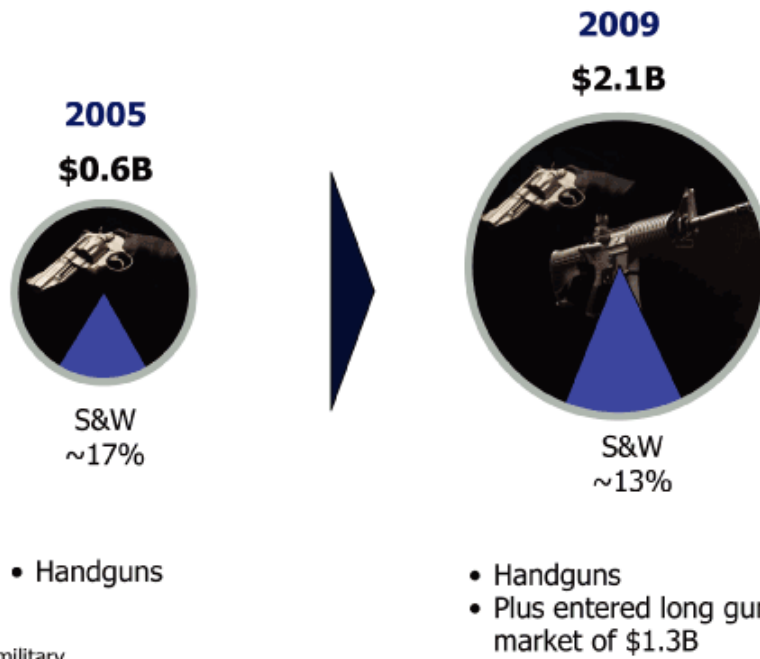
(a) Includes hunting and tactical

RESULTS:

Expanded Addressable Market Over Three Fold



Addressable Market



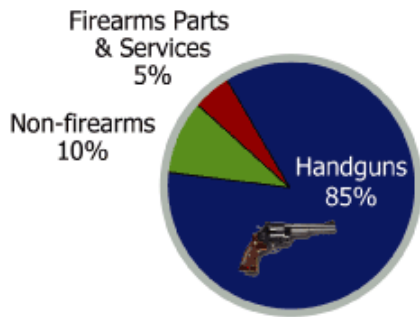
Note: US excludes military

RESULTS:

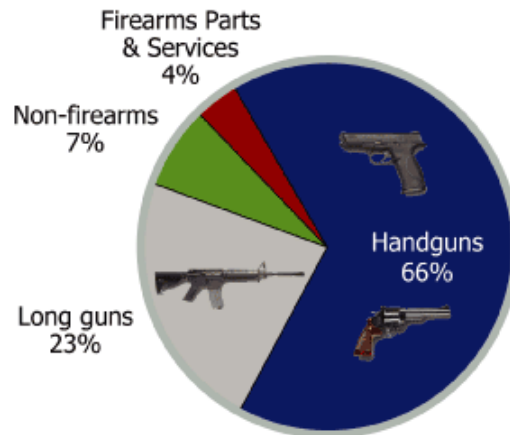
A Broader, Diversified Platform



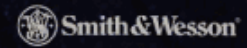
FY 2005
(Revenue = \$126M)



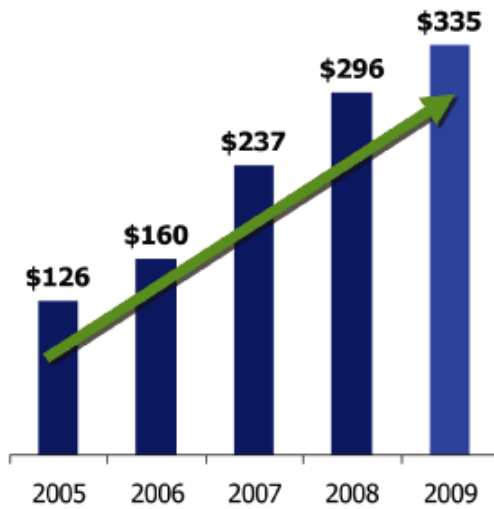
FY 2009
(Revenue = \$335M)



Current Performance Remains Strong



Fiscal Year April 30 Revenues



Fourth Quarter FY 2009:

Record Quarterly Revenue
Record Net Income
Record Earnings Per Share
Record Cash Levels
Record Firearms Backlog




- Revenues: \$99.5M (+20% Q/Q)
- Gross Margins: 31%
- Net Income: +125%
- Backlog: Exceeds \$200M
- Cash: \$40M (excludes cash from May offering)



Pre-Surge Revenue Trends Strong



Revenue trends strong first half FY09 (May-Oct 2008):

Handguns		+11%
Pistols		+24%
Tactical Rifles		+107%



New Products Should Offset Any Post-Surge Easing



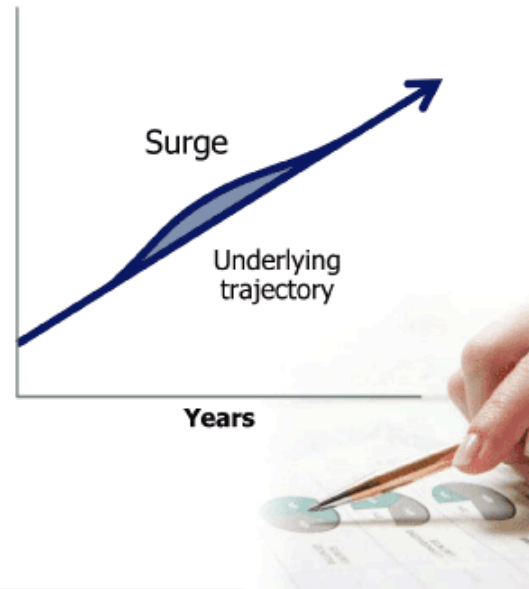
New innovative products to address:

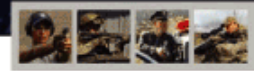
- Consumer
 - M&P 15-22, PK380, more scheduled for FY2010
- International & Law Enforcement
 - M&P15 and M&P4 tactical rifles
 - M&P pistol and other new pistol products
- Government
 - M4 Rifle Replacement
 - M9 Pistol Replacement
 - D.C. presence (advisory committee)

Hunting business moving forward

- Strategic new product launches
- Significant cost reductions
- Barrel expertise remains a competitive advantage

Revenue Growth





- Professional customer base
- Alignment with core focus areas of safety, security, and protection
- Strong management teams in place to drive platform growth
- Limited EPS dilution

Seeking strong business platforms to build upon and broaden total company revenue and earnings base



OUR VISION FOR THE FUTURE

Two Powerful Growth Platforms





A Smith & Wesson[®] Company



Smith & Wesson[®]



Matt Gelfand

Founder and President
Universal Safety Response,
Inc. (USR)



Agenda



What sets USR apart

The Future: Leveraging the platform



USR Key Differentiators



1. Market leader

2. Innovative products

3. World class customers

4. Comprehensive business model

1. MARKET LEADER

The Clear Leader in Total Perimeter Security Solutions



- ✓ A high growth company, with a powerful brand in a fast growing market
 - At a unique inflection point in company history
- ✓ Business model: Innovative design, manufacture, installation and maintenance
 - Patented, world class perimeter security products and services
- ✓ USR's GRAB barrier system is the only system that meets all three State Dept., Federal Highway Admin & Department of Defense standards
 - Defense Department preferred supplier
- ✓ Robust new product development pipeline



2. INNOVATIVE PRODUCTS

Diversified, Industry Leading Product Offering



Flagship Product GRAB® System: Unique Features



- ✓ Shortest, less likely to be lethal stopping distance of any barrier on the market
- ✓ Can be activated in under 1.5 seconds
- ✓ Able to span multiple traffic lanes
- ✓ Re-useable after impact
- ✓ Environmentally friendly: no hydraulics underground
- ✓ Most cost effective
- ✓ Patent protected



Flagship Product: GRAB® Superior to Traditional Barriers



Traditional Barrier



GRAB® System



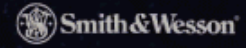
GRAB® advantages:

- Stops vehicle without destroying it
- Payload contained, not projected
- Suspects apprehended for questioning
- Evidence recovered
- Barrier re-settable after impact

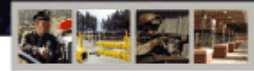


A customer list that specifies USR as the preferred provider of perimeter security solutions

No Single Competitor Provides USR's Level of Turnkey Perimeter Security Solution



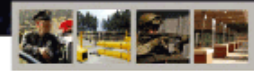
4. COMPREHENSIVE BUSINESS MODEL
No Integrated Competitors



Result: Multiple Barriers to Entry



USR: A Growth Platform



What sets USR apart

The Future: Leveraging the platform





1. Further penetration of current customers
2. Launch of new products
3. International expansion
4. Expansion into new markets



Increasing demand for critical infrastructure protection at government, military and corporate facilities provides enormous opportunity



Current repeat customers include:



Near-term
market
opportunity

\$1.5B

Note: Market size reflects management estimates



ERC™ (Evidence Recovery and Containment System)



EMB™ (Expeditionary Mobile Barrier)



FenceBox™



STAR™ Barriers





- Opportunities overseas
 - U.S. military
 - U.S. multinational company locations
 - Leverage Smith & Wesson contacts with foreign governments





- Outside of the Security Market, the Transportation Market has tremendous potential
 - USR in discussions to test railroad crossing installations
 - Estimated: 290,000 rail crossings in U.S. alone
 - 10% market penetration equates to 29,000 crossings
 - 2 gates per crossing, approximately \$100,000 per gate
 - A \$5.8B opportunity
- Other new markets include:
 - Work zone safety
 - Ballistics (Law Enforcement and Military)
 - Nuclear facility protection



Summary: USR



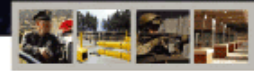
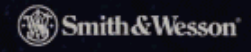
- Profitable, growing company in high growth global market
- GRAB® system provides differentiation, barrier to entry
- Unique business model
- World class customers
- Unique competitor/customer relationships
- USR at inflection point: unparalleled opportunity for growth





Bill Spengler
Executive VP and CFO

The New Smith & Wesson



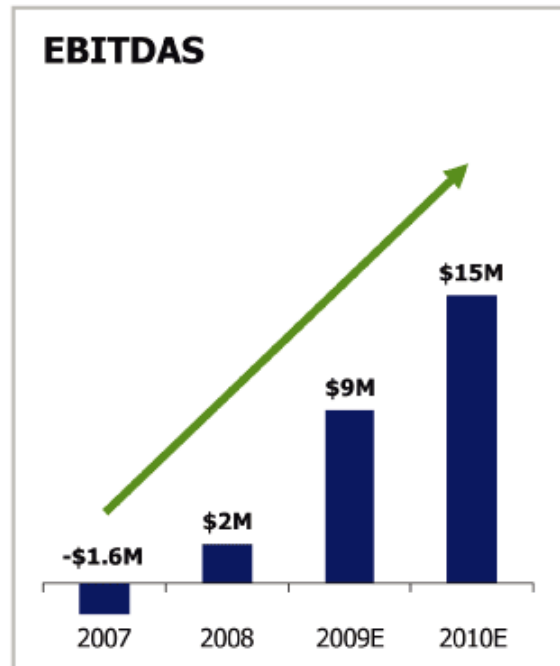
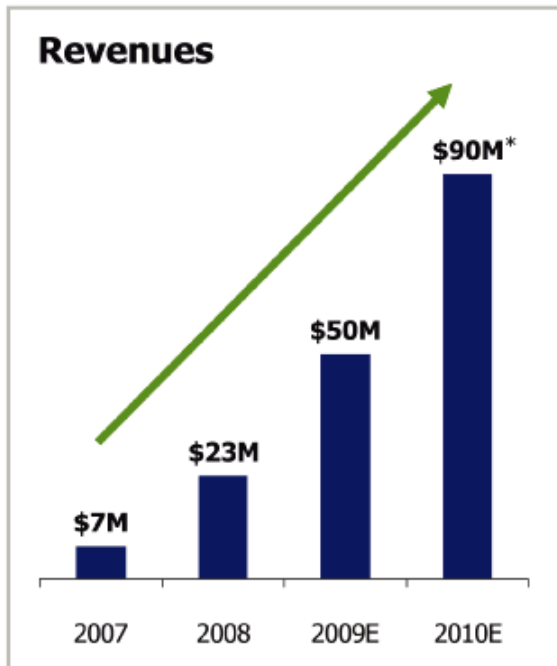
A closer look at USR financials

The new Smith & Wesson going forward



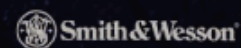
USR – Solid Growth Profile

Calendar Year



* Approximately \$100M in purchase orders in process at June, 2009

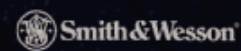
Key Metrics – All Strong (past two years)



Net sales	GROWING	164% CAGR
Gross margin	EXPANDING	35% → 37%
EBITDAS	EXPANDING	Loss → Profit of 19%
Backlog ⁽¹⁾	STRONG	>\$100M

(1) Purchase orders on hand or currently in process

What S&W Brings to the Party



Global
Brand



Access to
Capital



International
Presence
– boots on the ground



Law
Enforcement
– solid contacts



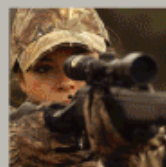
Smith & Wesson's current business complements
the USR business platform

The New Smith & Wesson



A closer look at USR financials

The new Smith & Wesson going forward

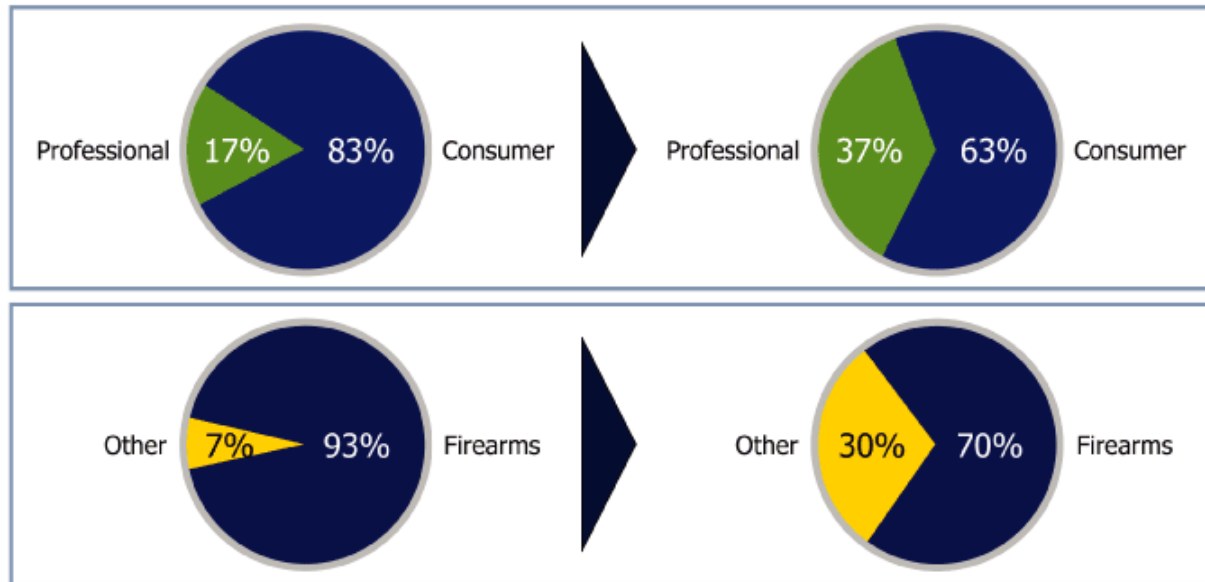


A Key Move in Diversifying Our Revenue Streams



SWHC Today

SWHC (combined) FY 2011⁽¹⁾

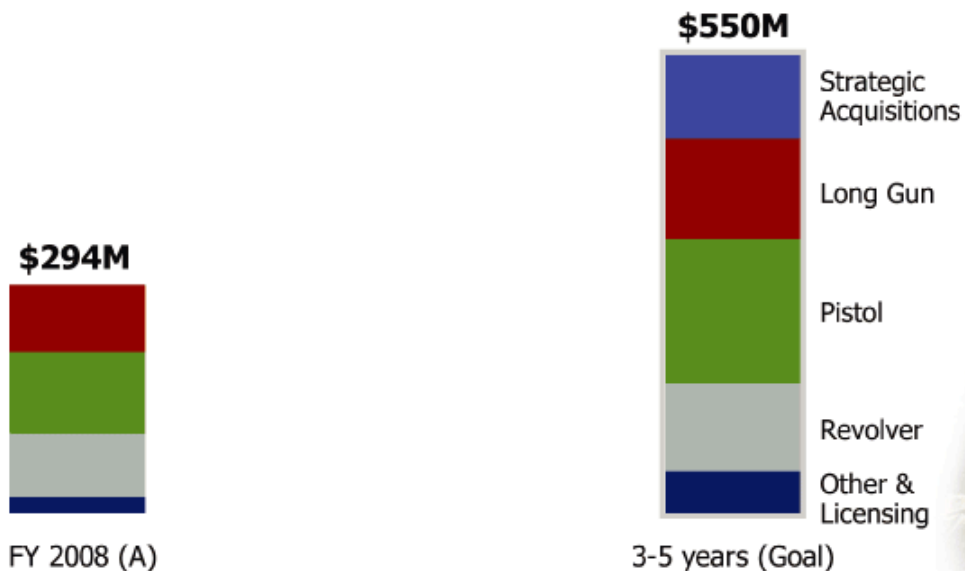


(1) First full year of USR consolidation

The Prior Forward Look



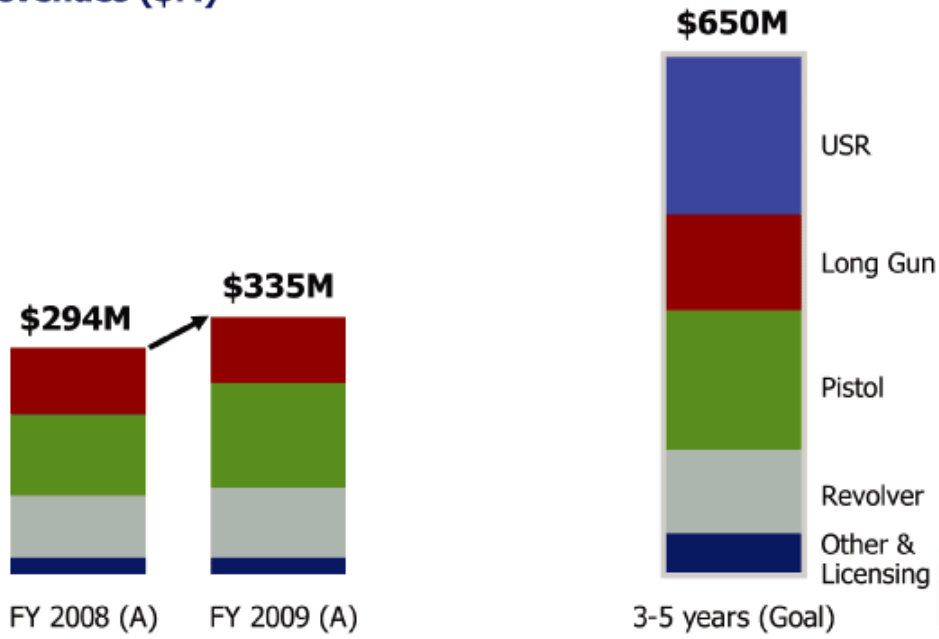
Revenues (\$M)



Current Look on Revenue



Revenues (\$M)



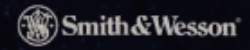
Profitability Metric Goals



As % of Sales	SWHC FY 2009 Actual	SWHC 3-5 Years Goal
Net sales	100%	100%
Gross margin	29.2%	35-36% strengthened by USR
Operating expenses	21.6%	20%
Operating income	7.6%	15-16%



What You Can Expect Going Forward



- Cash accretive, GAAP neutral to EPS in FY2010
- Both GAAP and cash accretive in future years
- Asset values determined at closing
- Share count to be incremented along the way, as earned





Mike Golden
President and CEO



OUR VISION FOR THE FUTURE

Two Powerful Growth Platforms





1 Proven record in building leading global platform in firearms



2 Entering fast-growing security market through acquisition of USR platform





**Protected by
Smith & Wesson®**