
**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**

May 7, 2012

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
(Address of Principal Executive Offices)

01104
(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 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. This information may be amended or updated at any time and from time to time through another Form 8-K, a later company filing, or other means. The PowerPoint presentation attached as Exhibit 99.1 to this Current Report on Form 8-K updates and replaces in its entirety all prior PowerPoint presentations filed by us, including the PowerPoint presentation filed as Exhibit 99.1 to the Current Report on Form 8-K dated March 12, 2012, which was filed with the Securities and Exchange Commission on March 12, 2012.

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.

We do not have, and expressly disclaim, 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 May 2012.

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: May 7, 2012

By: /s/ Robert J. Cicero

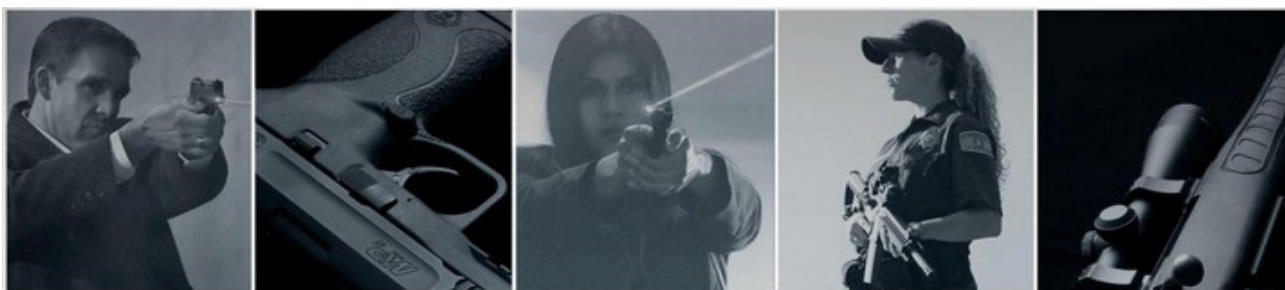
Robert J. Cicero

Vice President, General Counsel, Chief

Compliance Officer, and Secretary

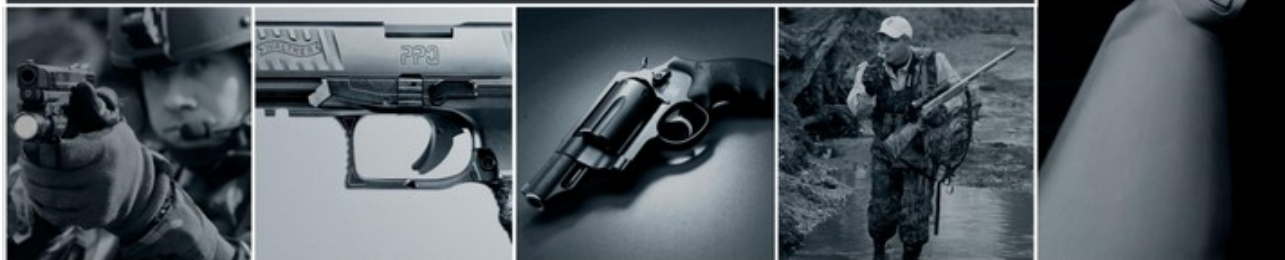
EXHIBIT INDEX

99.1 Smith & Wesson presentation dated May 2012.



James Debney, President & CEO
Jeffrey Buchanan, EVP & CFO

May, 2012



Smith & Wesson



THOMPSON/CENTER

Safe Harbor

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 but are not limited to statements regarding the Company's markets and strategies, the Company's vision and mission, the Company's new products and product development, the outcome of the divestiture of the Company's Security Solutions business, anticipated sales, gross profit margin, and operating expenses for the Company, the opportunity for growth of the Company, the demand for the Company's products and services, the Company's focus and objectives, and the Company's financial and operational goals for the current fiscal year and future periods. 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, the success of new products, the success of the planned divestiture of the Company's Security Solutions business, and other risks detailed from time to time in the Company's reports filed with the SEC.



Smith & Wesson

Business Highlights

- U.S. Market Leader for Firearms: Handguns, Modern Sporting Rifles (MSR)
- 160 years of rich history
- Iconic brand with 92% aided awareness
 - Smith & Wesson® Brand = Revolver
- Innovative product portfolio serving broad user groups
 - Revolvers, Polymer Pistols, Metal Pistols, Conceal Carry Pistols, Bolt Action Rifles, Black Powder Rifles, Modern Sporting Rifles
- Diverse sales sources:
 - Consumer: Sporting Goods
 - Professional: International, Law Enforcement, Government, Military
- Healthy balance sheet
- Solid, experienced management team
- Strong strategic direction



3

Vision / Mission

Our Vision:

The leading firearms manufacturer

Our Mission:

To allow our employees to design, produce, and market high-quality, innovative firearms that meet the needs and desires of our consumer and professional customers



4

Focus, Simplify, Execute

Strategy - Focus on Firearms

- Sale of Security Solutions – Perimeter Security Business (formerly USR)
- U.S. Consumer - leverage professional markets
- Family of brands:
 - Smith & Wesson®
 - M&P™
 - Thompson/Center Arms™
 - Walther®
- M&P™ - Brand and product platform: Pistols, revolvers and modern sporting rifles
- Operations: Consolidate and expand capacity – some production lines have reached record levels
- Deliver new products that meet needs of user groups



5

Experienced Leadership Team

James Debney, President & CEO

20+ years: multinational consumer and business-to-business environments including President of Presto Products Co., a \$500 million business unit of Alcoa Consumer Products

Jeffrey Buchanan, EVP & CFO

25+ years: private and public company experience in financial management and law: CFO for publicly traded, global manufacturing company, law firm partner, public company board member



6

Experienced Management Team

Mario
Pasantes

Sr. VP Marketing
and Global
Professional Sales

Alcoa, Inc.
Coca-Cola
Pillsbury

International
Market Development
Strong Global Brands
Strategy
Customer
Development

Mark
Smith

VP Manufacturing
and Supply Chain
Management

Alvarez & Marsal
Ecolab

Multi-Site Ops
Capacity Expansion
MPS/MRP Systems
S&OP Mgmt
Inventory Mgmt
Lean Six Sigma

Robert
Cicero

VP, General Counsel
and Chief
Compliance Officer

Chemtura Corp.
Shearman & Sterling
Morgan Lewis &
Bockius

Public Co Leadership
Corp Governance
Cross-border M&A
Global Compliance
Finance & Pensions
Labor & Employment

Mike
Brown

VP Sporting Goods
Sales

Camfour, Inc.
KPMG

Multiple Leadership
Roles in
Hunting & Shooting
Sports Industries
Sales Strategy
Team Development



7

Q3 FY12 Highlights (Jan 31, 2012)

- Double digit sales growth, a leader in expanding key firearm categories
 - Total net sales +23.8% YOY
 - M&P polymer pistol unit sales +23.4% YOY
 - M&P modern sporting rifle unit sales +161.9% YOY
 - Overall unit growth +20.4% vs. market growth +20.0% (Adjusted NICS)
- Exceeded high end of sales guidance & raised FY12 full year revenue guidance
- Improved gross margins and delivered positive net income vs. year-ago
- Launched Dimension – innovative interchangeable bolt-action rifle platform
- Launched two new modern sporting rifle line extensions
- Began manufacturing new M&P Shield handgun (launched at April NRA show)
- Sold foundry business in New Hampshire; marketed real estate
- Continued to work on divesting Security Solutions business (Discontinued Ops)
- Completed Thompson/Center Arms consolidation (on time – on budget)
- Paid down \$30 million of debt without accessing line of credit

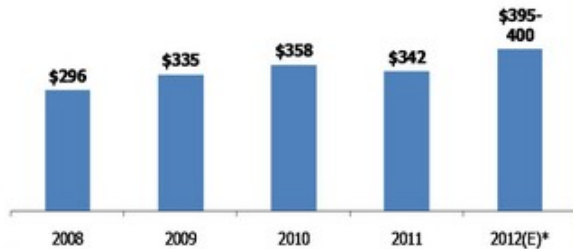


8

SWHC: Financial Highlights

(From Continuing Operations)

Fiscal Year April 30 Sales
(in Millions)



- Q3FY12 Actual:
 - Sales \$98.1M (+23.8%)
 - Backlog \$198.5M
 - Gross Profit Margin 30.6%
 - Op. Expense 20.1%
 - Working capital \$92.4M
 - Cash \$25.7M
- Q4FY12 Guidance:
 - Sales \$113.0M - \$118.0M
 - Gross Profit Margin 32.0% - 33.0%
 - Op. Expense Approx. \$22.0M (19.0%)
- Full Fiscal 2012 Guidance:
 - Sales \$395.0M - \$400.0M (15.0%+)
 - Gross Margins Approaching 30%
 - Op. Expense Approx. 21.0%

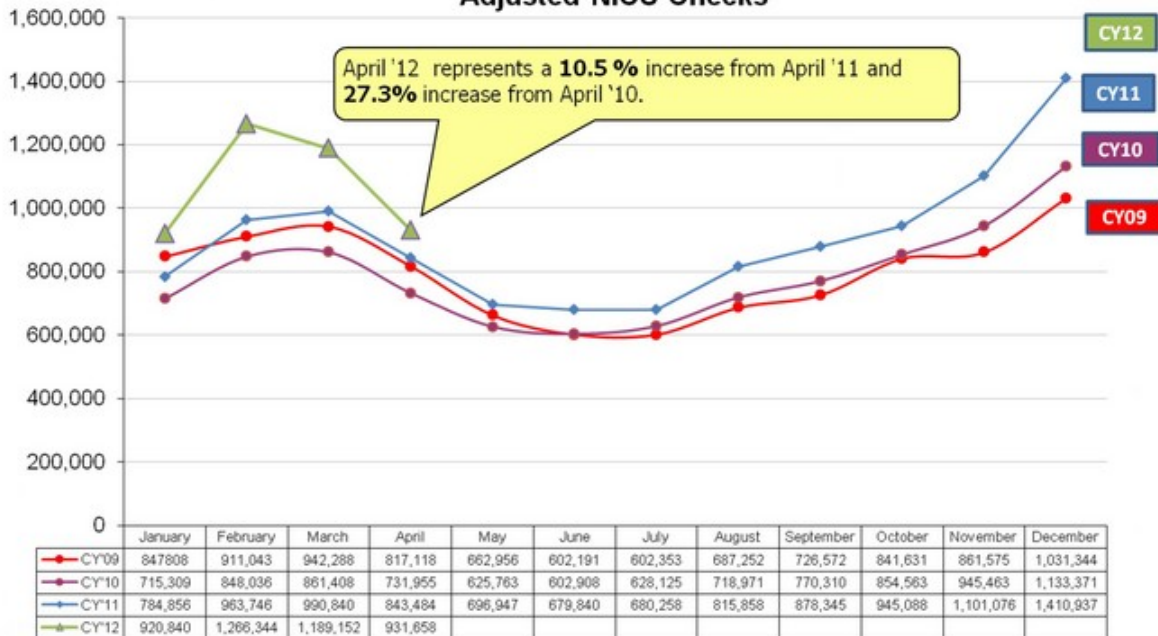
*FY2012 Estimate

Note: All financial information and guidance reflects information that we provided on March 8, 2012. We are not updating this information to the present date nor does its inclusion constitute a reiteration or modification of this information.



NICS: Strength in Consumer Firearms Market

Adjusted NICS Checks



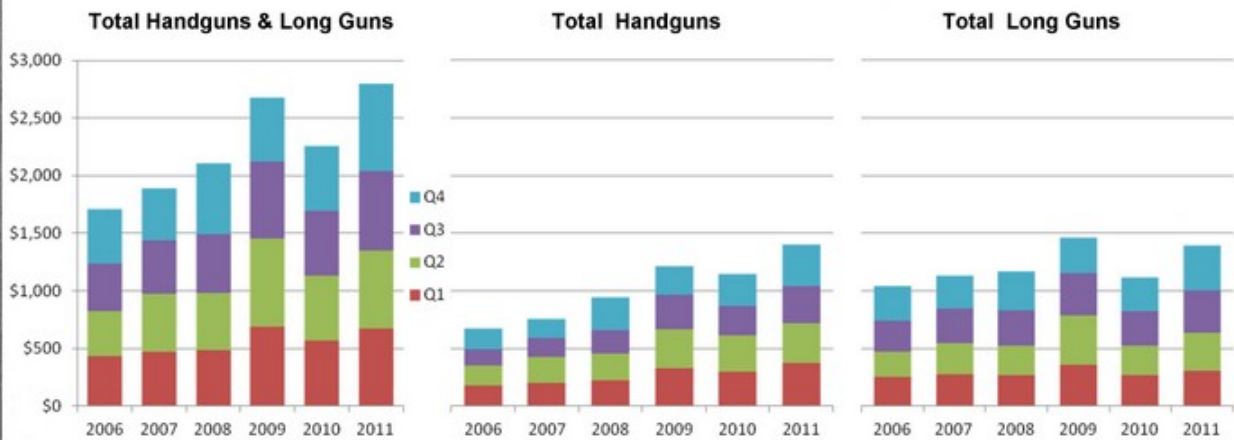
*National Shooting Sports Foundation (NSSF) adjusts FBI NICS data to eliminate background checks associated with permit applications and checks on active CCW permit databases, in order to provide a more accurate picture of market conditions.



Strong Industry Sales Indications Through CY11

(in Millions)

- Wholesale projected sales based on excise tax collections.
- Full year excise tax collections for Handguns and Long guns up 24% over prior year
- Latest reported Q4 2011 showed Handgun tax obligations up 31.5% over Q4 2010

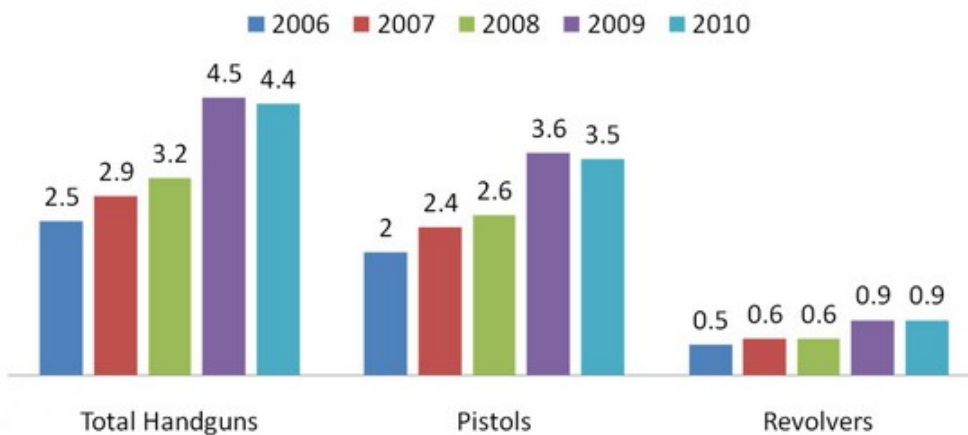


Source: Federal Excise Tax collections, Wholesale Value
*Long guns include all rifles, shotguns and muzzle loaders

Industry: Pistols Driving Handgun Growth

U.S. handgun growth has been driven by pistols, which now represent 80% of units sold.

Estimated Handgun Unit Sales by Year (in Millions)



(2011 Prelim Data Due Out JULY, 2012)

Source: BATF annual firearms mfg and export report. USITC import data.



Industry: Pistols vs. Revolvers

Pistols and revolvers have different attributes, but pistols are attracting younger consumers into the handgun market.

Pistol advantages versus revolvers:

- Capacity
- Rate of fire
- High tech/cutting edge
- Modern shape
- Trigger pull
- Safety features

Revolver advantages versus pistols:

- Slightly better for beginners
- Easy maintenance
- Reliability

Source: 12/10 Strategic Platform and Extensibility Study



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13

SWHC Firearms Growth Drivers

▪ **Consumer Market – U.S.**

- Focus on Concealed Carry, Personal Protection, Recreation
- Expand Market Share: Polymer Pistol Unit Growth (M&P™, BODYGUARD®, S&W® brand)
- Robust New Product Pipeline is Required
- Leverage Positive Halo Effect from Professional Markets

▪ **Professional Market**

- Law Enforcement – ongoing sidearm and rifle replacements, upgrades
- Federal Government – agencies can purchase M&P Pistol on ATF Contract
- Military – M9 pistol replacement opportunity
- International – large orders, e.g. Belgium, VICPOL



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14

Major Focus: M&P™ Pistol Growth

Current Situation:

- Pistol category is 80% of handguns
- Compact and full-size polymer pistols are increasing in popularity
- M&P™ products well received by retail and consumer

Our Focus:

- Grow M&P™ Pistol market share:
 - Increased consumer advertising
 - Increasing capacity to satisfy growing orders
- Make it easier for dealers to support the M&P™ platform:
 - Strong merchandising and store programs
 - Armorer's Training and On-The-Hip Program



15

M&P - Proven Performance

← Strong & Marketable Differences



M&P VS. COMPETITION		M&P	GLOCK® GEN4™	XD(M)™
	S, M, L Patented Palmwell Grips	✓ YES	✗ NO	✗ NO
	Ambidextrous Slide Stop	✓ YES	✗ NO	✗ NO
	Embedded Stainless Steel Chassis	✓ YES	✗ NO	✗ NO
	Ambidextrous Thumb Safety <small>(patent pending)</small>	✓ YES	✗ NO	✗ NO
	Country of Manufacture		 Austria	 Croatia



16

Demonstrated Track Record of New Products



New Models for the M&P™ Platform

- New and exciting entries for polymer pistol category
 - Concealed Carry and Personal Protection
 - Consumer and Professional
- Additional calibers and models for the M&P Modern Sporting Rifle platform:
 - Tactical
 - Hunting
- Will only announce new product introductions when ready; capable and right timing
 - M&P Shield launched at NRA in April
 - Initial quantities pre-stocked at dealers rapidly sold out
 - Accessory partners, MarCom & social media plans in place



The NEW M&P Shield™

SLIM

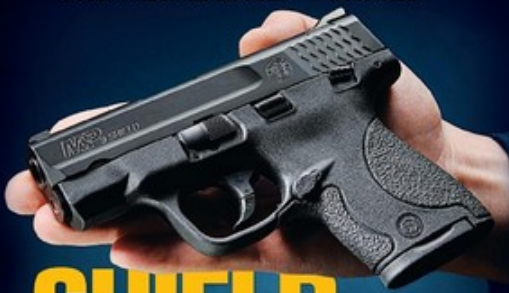
Less than 1" thin

CONCEALABLE

6" overall length

POWERFUL

9mm or 40 S&W



THE NEW **M&P** SHIELD™

SHIELD YOURSELF

SLIM, CONCEALABLE POWER IN 9MM & .40 S&W

Everything superior about M&P™ now comes in a lightweight carry size. Choose 9mm or .40 S&W for protection slim enough to conceal yet big enough to shoot comfortably. End to end, the ultra-fine M&P SHIELD™ features true M&P advantages from ergonomic design to simple operation, durability and a lifetime service policy. Anywhere, anytime - M&P SHIELD keeps you ready.

SMITH-WESSON.COM/MPSHIELD

Reliable. Durable. Accurate.

MEGA SHIC
MADE IN THE USA

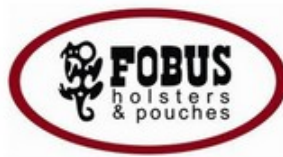
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19

Key Accessory Partners Were Ready Most Products Available at Launch



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20

Our Strategic Direction: Focus on Firearms

- ✓ Grow sales and increase profitability
- ✓ Expand manufacturing capacity intelligently
 - Focus on M&P pistol platform
- ✓ Optimize expenses on a company-wide basis
 - Focus on improving gross margins
- ✓ Maintain robust new product pipeline
 - Launch new products strategically
- ✓ Leverage existing product portfolio



Objective: Deliver Enhanced Stockholder Value



Financial Model: Goals

Guidance for Current FY

In One to Two Years

In Three to Five Years

	Guidance for Current FY	In One to Two Years	In Three to Five Years
Sales:	100%	100%	100%
CGS:	<u>70%</u>	<u>67%</u>	<u>65%</u>
Margin:	30%	33%	35%
Opex:	<u>21%</u>	<u>18%</u>	<u>17%</u>
Operating Margin:	8%	15%	18%

Note: Current FY reflects information that we provided on March 8, 2012. We are not updating this information to the present date nor does its inclusion constitute a reiteration or modification of this information.





Question & Answers

For Investor Information contact Liz Sharp at lsharp@smith-wesson.com , (480) 949-9700



A Walther and Smith & Wesson Strategic Alliance



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