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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**October 7, 2013**  
Date of Report (Date of earliest event reported)

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**Smith & Wesson Holding Corporation**

(Exact Name of Registrant as Specified in Charter)

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**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)

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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 8.01. Other Events.**

On October 7, 2013, the District Court, Clark County, Nevada entered an Order Preliminarily Approving Derivative Settlement and Providing for Notice (the "Order") in Alan Hancock, derivatively on behalf of Smith & Wesson Holding Corporation v. P. James Debney, et al., Case No. A-13-675900-C (the "Action"). The Order preliminarily approved settlement of the Action, and approved distribution of the Notice of Proposed Settlement of Derivative Action, which is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**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.*

Exhibit  
Number

Exhibits

99.1 Notice of Proposed Settlement of Derivative Action

**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: October 25, 2013

By: /s/ Jeffrey D. Buchanan

Jeffrey D. Buchanan

Executive Vice President, Chief Financial Officer, and Treasurer

99.1 Notice of Proposed Settlement of Derivative Action

1 **NOTC**  
2 John P. Aldrich, Esq.  
3 Nevada Bar No. 6877  
4 **ALDRICH LAW FIRM, LTD.**  
5 1601 S. Rainbow Blvd., Suite 160  
6 Las Vegas, Nevada 89146  
7 Tel: (702) 853-5490  
8 Fax: (702) 227-1975  
9 *jaldrich@johnaldrichlawfirm.com*

7 Eduard Korsinsky  
8 Steven J. Purcell  
9 **LEVI & KORSINSKY LLP**  
10 30 Broad Street, 24<sup>th</sup> Floor  
11 New York, New York 10004  
12 Tel: (212) 363-7500  
13 Fax: (212) 363-7171  
14 *spurcell@zlk.com*

12 *Attorneys for Plaintiff*

**DISTRICT COURT**  
**CLARK COUNTY, NEVADA**

15 ALAN HANCOCK, derivatively on behalf of  
16 SMITH & WESSON HOLDING  
17 CORPORATION  
18  
19 Plaintiff,  
20  
21 v.  
22 P. JAMES DEBNEY, BARRY M.  
23 MONHEIT, ROBERT L. SCOTT,  
24 MICHAEL F. GOLDEN, ROBERT H.  
25 BRUST, JOHN B. FURMAN, MITCHELL  
26 A. SALTZ, and I. MARIE WADECKI  
27  
28 Defendants,  
and  
SMITH & WESSON HOLDING  
CORPORATION,  
Nominal Defendant

Case No. A-13-675900-C  
Dept. No. 27

**NOTICE OF PROPOSED  
SETTLEMENT OF DERIVATIVE  
ACTION**

1 **TO: ALL PERSONS OR ENTITIES WHO HOLD SHARES OF COMMON**  
2 **STOCK IN SMITH & WESSON HOLDING CORPORATION("SWHC" OR**  
3 **THE "COMPANY"), EITHER OF RECORD OR BENEFICIALLY, AS OF**  
4 **OCTOBER 7, 2013 THROUGH AND INCLUDING THE PRESENT**

5 PLEASE TAKE NOTICE that the above-captioned shareholder derivative action (the  
6 "Action") is being settled and the parties have entered into a Stipulation of Settlement dated  
7 August 28, 2013 (the "Stipulation"). The terms of the Settlement set forth in the Stipulation  
8 include: (i) the recognition that the attempted grants of 294,000 stock options to SWHC's  
9 President and Chief Executive Officer P. James Debney were ineffective, and (ii) the adoption  
10 and/or implementation of a variety of corporate governance measures, including measures that  
11 relate to and address the underlying issues in the Action, including, but not limited to, the  
12 Company's practices and procedures concerning granting stock options and other equity awards  
13 and public disclosures.

14 Plaintiff's Counsel intends to apply for an award consisting of fees and expenses not to  
15 exceed \$400,000. The Settlement of the Action is not conditioned on the award of attorneys'  
16 fees, costs and/or expenses, either at all or in any particular amount, by the Court.

17 **IF YOU ARE A CURRENT OWNER OF SWHC COMMON STOCK,**  
18 **YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THE**  
19 **LITIGATION**

20 On Wednesday, January 8, 2014 at 10:30 a.m., a hearing (the "Hearing") will be held  
21 before the Court in the Regional Justice Center, Department 27, 200 Lewis Avenue, Las Vegas,  
22 Nevada, 89155, to determine: (i) whether the dismissal of the Action, pursuant to the Stipulation,  
23 should be approved by the Court and a final judgment entered; (ii) if the Court approves the  
24 Settlement and enters such final judgment, whether the Court should grant the application of  
25 Plaintiff's Counsel for an award of attorneys' fees and expenses to be paid by the Company or its  
26 successor(s) and/or its insurance carrier; and (iii) such other matters as will properly come before  
27 the Court.  
28

1 Any shareholder of SWHC that objects to the Settlement of the Action shall have a right  
2 to appear and to be heard at the Hearing, provided that he or she was a shareholder of record as of  
3 October 7, 2013. Any shareholder of SWHC who satisfies this requirement may enter an  
4 appearance through counsel of their choosing at their own expense or may appear on their own.  
5 However, no shareholder of SWHC shall be heard at the Hearing unless on or before Friday,  
6 December 20, 2013, the shareholder has filed with the Court and delivered to Plaintiff's Counsel,  
7 the Individual Defendants' counsel, and Nominal Defendant SWHC's counsel, a written notice of  
8 objection, their grounds for opposing the Settlement, and proof of both their status as a  
9 shareholder and the dates of stock ownership in SWHC. Only shareholders who have filed and  
10 delivered valid and timely written notices of objection will be entitled to be heard at the Hearing  
11 unless the Court orders otherwise.  
12

13  
14 **CURRENT SWHC SHAREHOLDERS WHO HAVE NO OBJECTION TO**  
15 **THE SETTLEMENT DO NOT NEED TO APPEAR AT THE HEARING OR**  
16 **TAKE ANY ACTION**

17 If you wish to object to the Settlement, you must file a written objection setting forth the  
18 grounds for such an objection with the Court on or before Friday, December 20, 2013, with  
19 service on the following parties:

20 Eduard Korsinsky  
21 Steven J. Purcell  
22 Levi & Korsinsky LLP  
23 30 Broad Street, 24<sup>th</sup> Floor  
24 New York, NY 10004  
25 Telephone: (212) 363-7500  
26 *Counsel for Plaintiff*

Robert J. Cicero  
2100 Roosevelt Avenue  
Springfield, MA 01104  
Telephone: (413) 747-3443  
*Counsel for Nominal Defendant*  
*Smith & Wesson Holding Corporation*

23 Sandra C. Goldstein  
24 Cravath, Swaine & Moore LLP  
25 825 Eighth Avenue  
26 New York, NY 10019  
27 Telephone: (212) 474-1000  
28 *Counsel for Individual Defendants*  
*P. James Debney, Barry M. Monheit, Robert L.*  
*Scott, Michael F. Golden, Robert H. Brust,*  
*John B. Furman, Mitchell A. Saltz, and I.*  
*Marie Wadecki*

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This Notice summarizes the Stipulation. You may inspect the Stipulation on the Court's website, and may inspect the Stipulation and other papers at the District Court Clerk's Office, 200 Lewis Avenue, Las Vegas, Nevada 89155-1160.

**IF YOU HAVE ANY QUESTIONS CONCERNING THIS NOTICE, THIS ACTION, THE PROPOSED SETTLEMENT OR THE HEARING, YOU SHOULD RAISE THEM WITH YOUR OWN COUNSEL OR DIRECT THEM TO PLAINTIFF'S COUNSEL IN THIS ACTION, AT THE ADDRESS SET FORTH ABOVE. PLEASE DO NOT CONTACT THE COURT OR THE CLERK OF THE COURT.**

BY ORDER OF THE DISTRICT COURT  
FOR CLARK COUNTY, NEVADA,  
DATED OCTOBER 7, 2013