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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

Date of Report (Date of earliest event reported): February 10, 2011

**Smith & Wesson Holding Corporation**

(Exact name of registrant as specified in its 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)

Registrant's telephone number, including area code: (800) 331-0852

(Former name or former address if changed since last report.)

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:

- 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 December 13, 2010, which was filed with the Securities and Exchange Commission on December 13, 2010.

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](http://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 February 2011.

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**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: February 10, 2011

By: /s/ Jeffrey D. Buchanan

Jeffrey D. Buchanan

Executive Vice President, Chief Financial Officer,  
and Treasurer

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## EXHIBIT INDEX

99.1 Smith & Wesson presentation dated February 2011.



Michael Golden  
President, CEO

Jeffrey Buchanan  
EVP, CFO

February, 2011

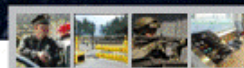
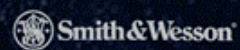




Smith & Wesson third quarter fiscal 2011 financial results will be published on March 10, 2011 and the Company is therefore currently in a quiet period. For that reason, during this presentation and in any subsequent conversations we will not be providing any updates since our last public update.

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 opportunity for growth and earnings of the Company, the demand for the Company's products and services, anticipated sales and operating results, and the Company's financial goals. 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.

# One Company: Two Platforms



NASDAQ Global Select: SWHC



Firearms



A Smith & Wesson Company

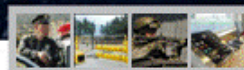
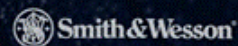


Perimeter Security

Our Focus: safety, security, protection, and sport



# Highlights

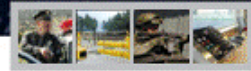


- Two platforms for growth: firearms, perimeter security
- Solid, experienced management team
- Diversifying revenue sources: Consumer, Professional, International
  - 26% Revenue CAGR (2005-2010)
- Innovative products in both firearms and perimeter security
  - Providing entry to new markets
  - Expanding addressable markets

Multiple growth & earnings drivers next 3-5 years



## Experienced Management Team



### Michael Golden, President & CEO

30+ years: senior/executive management, sales, marketing, general management, and brand management: Kohler, Stanley Works, Black and Decker, Procter & Gamble

### Jeffrey Buchanan, EVP & CFO

30+ 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

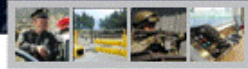
### James Debney, President of Firearm

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

### Barry Willingham, President of Perimeter Security

18+ years: senior management, sales, marketing in physical security, safety, and construction: Hilti, Ameristar Fence



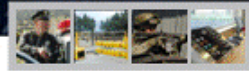


From: A manufacturer of revolvers



Revenues: \$126M

# A Transformation – 2005-2010



To: A global leader in firearms



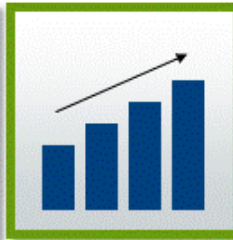
Handgun  
Market Leader



Diversified Portfolio



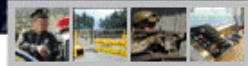
Rapid Total  
Company Growth



Healthy  
Balance Sheet



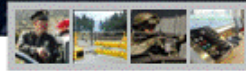
# Key Success Factor: Innovative New Products



Product	Market			
	Consumer	Law Enforcement	Government / Military	International
<b>Revolvers/Pistols</b>	✓	✓	✓	✓
M&P Polymer Pistols	2006	2006	2006	2006
M&P Tactical Rifles	2006	2006	2006	2006
Thompson / Center Arms	2007	–	–	–
M&P4 – Tactical Rifles	–	2009	2009	2009
<b>BODYGUARDS®</b> Revolvers & Pistols	2010	–	–	–
The Governor	2011	–	–	–





**✓ Consumer:**

- Concealed Carry, Personal Protection
- Hunting: Bolt Action Rifles, Youth Market

**✓ Military:**

- RFI/RFP Activity
- M9 Pistol Replacement
- M4, M16 Tactical Rifle

**✓ Law Enforcement:**

- Sidearm replacements, upgrades

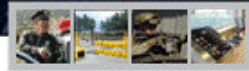
**✓ Federal Government:**

- Federal Agencies Can Now  
Purchase M&P40 On ATF Contract

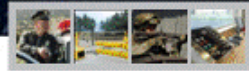
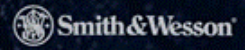


The Brand = Security & Protection

 Smith & Wesson®



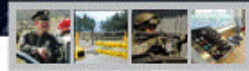
# USR: Diversified Product Offering



Full array of perimeter security products



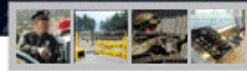
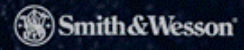
## USR: Proprietary GRAB® System



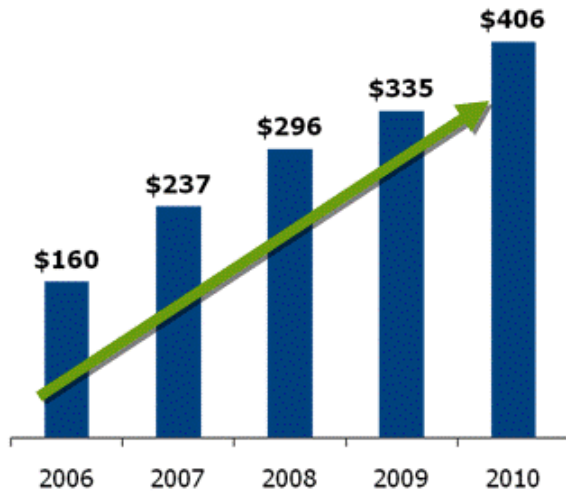
- ✓ Certified and field proven reduced risk vehicle barrier system
- ✓ Can be activated in under 1.5 seconds
- ✓ Cost effective: Able to span multiple traffic lanes
- ✓ Re-useable after impact
- ✓ Environmentally friendly:  
All electric operation
- ✓ Low cost of ownership
- ✓ Patent protected



# SWHC: Strong Financial Performance

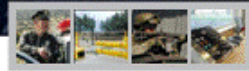


Fiscal Year April 30  
Revenues



## Financial Highlights:

- Q2FY11:
  - Revenue \$96.3 M
  - Gross Profit Margin 29.4%
  - Cash \$43.6 M
- Q3FY11:
  - Expanded Credit Facility: \$120 M
  - Convertible Notes Exchanged



- ✓ On December 15, 2006, we issued \$80M in Convertible Notes, with a convertible price of \$12.34 and a rate of 4%. The Convertible Notes could be put to the company for cash on December 15, 2011.
- ✓ On January 14, 2011, we authorized the exchange of up to \$50M of the Convertible Notes for Senior, 5-year, 9.5% Notes with the following terms:
  - ✓ Unsecured
  - ✓ May not be prepaid in first 4 years without penalty
  - ✓ Covenant "light"
- ✓ Thus far we have exchanged approximately \$23.2M of the Convertible Notes for the Senior Notes.
- ✓ Unused bank line of \$120M and cash on hand will be used to pay off any Convertible Notes put to the Company in December.



NASDAQ Global Select: SWHC