
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

SMITH & WESSON HOLDING CORPORATION

(Exact name of Registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

87-0543688
(I.R.S. Employer Identification No.)

14500 North Northsight, Suite 221
Scottsdale, Arizona 85260
(Address of principal executive offices)

2001 Employee Stock Purchase Plan
(Full title of the Plans)

Mitchell A. Saltz
Chairman and Chief Executive Officer
Smith & Wesson Holding Corporation
14500 North Northsight Suite 221
Scottsdale, Arizona 85260
(480) 949-9700
(Name, address and telephone number, including area code, of agent for service)

Copy to:

Stephen R. Boatwright
Gammage & Burnham
A Professional Limited Liability Company
Two North Central, 18th Floor
Phoenix, Arizona 85004
(602) 256-0566

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Maximum Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
2001 Employee Stock Purchase Plan Common Stock, \$0.001 par value	10,000,000	\$1.87(2)	\$18,700,000	\$1,720.40

- (1) This Registration Statement shall also cover any additional shares of common stock which become issuable under either of the Plans being registered pursuant to this Registration Statement by reason of any stock divided, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated in accordance with Rule 457(h) under the Securities Act of 1933 (the "Act") solely for the purpose of calculating the registration fee. The computation is based on the average of the high and low price as reported on April 30, 2002, multiplied by 85%, which is the percentage of the trading price applicable to purchases under the referenced Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Securities and Exchange Commission (the "Commission") requires us to "incorporate by reference" certain of our publicly-filed documents into this prospectus, which means that information included in those documents is considered part of this prospectus. Information that we file with the Commission after the effective date of this prospectus will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act"), until we terminate the effectiveness of this registration statement.

The following documents filed with the Commission are hereby incorporated by reference:

- (a) Our Annual Report on Form 10-KSB for the fiscal year ended December 31, 2000 (filed April 2, 2001), which contains audited financial statements for our latest fiscal year for which such statements have been filed.
- (b) Our Quarterly Report on Form 10-QSB for the fiscal quarter ended March 31, 2001 (filed on May 15, 2001).
- (c) Our Quarterly Report on Form 10-KSB for the transition period from January 1, 2001 to April 30, 2001 (filed on August 13, 2001).
- (d) Our Quarterly Report on Form 10-QSB for the fiscal quarter ended July 31, 2001 (filed on September 14, 2001).
- (e) Our Quarterly Report on Form 10-QSB for the fiscal quarter ended October 31, 2001 (filed on December 17, 2001).
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(f) Our Quarterly Report on Form 10-QSB for the fiscal quarter ended January 31, 2002 (filed on March 18, 2002).

(g) Our Current Reports on Form 8-K, filed with the Commission on May 29, 2001, August 13, 2001 and April 12, 2002, and our report on Form 8-K/A filed on July 30, 2001 (amending our 8-K filed on May 29, 2001).

(h) The description of our Common Stock contained in our Registration Statement on Form 10-SB, filed with the Commission on January 19, 2000.

We will furnish without charge to you, on written or oral request, a copy of any or all of the documents incorporated by reference, other than exhibits to those documents. You should direct any requests for documents to Mitchell A. Saltz, Chairman and Chief Executive Officer, Smith & Wesson Holding Corporation, 14500 North Northsight, Suite 221, Scottsdale, Arizona 85260.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Sections 78.037 and 78.7052 of the Nevada Revised Statutes (the "NRS") allow for the indemnification of directors, officers and other corporate agents for damages for certain breaches of their fiduciary duty. Our articles of incorporation reduce the liability of our directors, officers and corporate agents for monetary damages for breaches of their fiduciary duty to the fullest extent permissible under the NRS. In addition, our bylaws further provide for indemnification of our directors, officers and corporate agents to the extent and under the circumstances permitted by the NRS.

The above discussion of the NRS and of our articles of incorporation and bylaws is not intended to be exhaustive and is qualified in its entirety by such statutes, articles of incorporation and bylaws.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1 ¹	2001 Employee Stock Purchase Plan.
5.1	Opinion of Gammage & Burnham, a Professional Limited Liability Company.
23.1	Consent of Gammage & Burnham, a Professional Limited Liability Company (included in Exhibit 5.1)
23.2	Consent of Stonefield Josephson, Inc., Certified Public Accountants.
24.1	Power of Attorney (see signature page)

¹ Incorporated by reference to the Proxy Statement on Schedule 14A filed on December 28, 2001.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) that, for purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as the indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in a successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the question has already been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Smith & Wesson Holding Corporation, a corporation organized and existing under the laws of the State of Nevada, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on this 7th day of May, 2002.

SMITH & WESSON HOLDING CORPORATION

By: /s/ Mitchell A. Saltz

Mitchell A. Saltz, Chairman and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mitchell A. Saltz and Robert L. Scott, jointly and severally, his or her attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file such amendments, together with exhibits and other documents in connection therewith, with the Securities and Exchange Commission, granting to each attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as he or she might or could do in person, and ratifying and confirming all that the attorney-in-fact and agents, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mitchell A. Saltz</u> Mitchell A. Saltz	Chairman of the Board and Chief Executive Officer (Principal Executive, Financial and Accounting Officer)	May 7, 2002
<u>/s/ Robert L. Scott</u> Robert L. Scott	President and Director	May 7, 2002
<u>/s/ Sherry Noreen</u> Sherry N. Noreen	Director	May 7, 2002
<u>/s/ Colton Melby</u> Colton Melby	Director	May 7, 2002
<u>/s/ James Minder</u> James Minder	Director	May 7, 2002

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24.1	Power of Attorney (see signature page)

¹ Incorporated by reference to the Proxy Statement on Schedule 14A filed on December 28, 2001.

May 7, 2002

Smith & Wesson Holding Corporation
14500 North Northsight, Suite 221
Scottsdale, AZ 85260

REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") filed by you with the Securities and Exchange Commission (the "Commission") on or about May 7, 2002 in connection with the registration under the Securities Act of 1933, as amended, of a total of 10,000,000 shares of your Common Stock (the "Shares") reserved for issuance under the 2001 Employee Stock Purchase Plan. As your counsel in connection with these transactions, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Shares.

It is our opinion that upon conclusion of the proceedings being taken or contemplated by us, as your counsel, to be taken prior to the issuance of the Shares, the Shares when issued and sold in the manner described in the Registration Statement will be legally and validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the Prospectus constituting a part thereof, and in any amendment thereto.

Very truly yours,

GAMMAGE & BURNHAM
A Professional Limited Liability Company

/s/ Gammage & Burnham

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of the Registration Statement on Form S-8 of Smith & Wesson Holding Corporation (formerly Saf-T-Hammer Corporation) of our Independent Auditors' Report dated March 20, 2001 appearing in the Company's Annual Report on Form 10-KSB for the years ended December 31, 2000 and 1999, to be filed on or around May 3, 2002.

/s/ Stonefield Josephson, Inc.
CERTIFIED PUBLIC ACCOUNTANTS
Santa Monica, California
May 3, 2002