

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Amendment No. 4 to
SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

SMITH & WESSON HOLDING CORPORATION
(Name of Subject Company (Issuer))

SMITH & WESSON HOLDING CORPORATION
(Name of Filing Persons (Issuer and Offeror))

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

831756 10 1
(CUSIP Number of Class of Securities)

Robert J. Cicero
Vice President, General Counsel, Chief Compliance Officer, and Secretary
Smith & Wesson Holding Corporation
2100 Roosevelt Avenue
Springfield, Massachusetts 01104
(800) 331-0852

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:
Robert S. Kant, Esq.
Greenberg Traurig, LLP
2375 E. Camelback Road, Suite 700
Phoenix, Arizona 85016
Tel: (602) 445-8000
Fax: (602) 445-8100

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$74,999,991	\$10,230

* Estimated for purposes of calculating the amount of the filing fee only. This amount assumes the purchase of 6,818,181 shares of common stock, par value \$0.001 per share, at the tender offer price of \$11.00 per share.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,230
Form or Registration No.: Schedule TO-I

Filing Party: Smith & Wesson Holding Corporation
Date Filed: June 17, 2013

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO originally filed on June 17, 2013 by Smith & Wesson Holding Corporation, a Nevada corporation (“S&W”), and amended by Amendment No. 1 filed on June 26, 2013, Amendment No. 2 filed on July 10, 2013, and Amendment No. 3 filed on July 24, 2013 (as amended, the “Schedule TO”). The Schedule TO relates to the offer by S&W to purchase up to 6,818,181 shares of its common stock, \$0.001 par value per share, together with the associated rights to purchase Series A Junior Participating Preferred Stock of S&W, par value \$0.001 per share, issued pursuant to the Rights Agreement, dated August 25, 2005, between S&W and Interwest Transfer Company, Inc., as Rights Agent, at a price of \$11.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated June 17, 2013, as amended and supplemented by the supplement to the Offer to Purchase, dated July 10, 2013, and in the related Amended Letter of Transmittal, dated July 10, 2013, which, as amended or supplemented from time to time, together constitute the “Offer.”

All information in the Offer, including all exhibits thereto, which was previously filed with the Schedule TO is expressly incorporated herein by reference in response to all of the items of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Items 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

On July 29, 2013, S&W issued a press release announcing the final results of the Offer, which expired at 12:00 midnight, New York City time, on the evening of July 23, 2013. A copy of the press release is filed as Exhibit (a)(5)(D) to the Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Name</u>
(a)(1)(i)**	Offer to Purchase, dated June 17, 2013
(a)(1)(ii)**	Letter of Transmittal
(a)(1)(iii)**	Notice of Guaranteed Delivery
(a)(1)(iv)**	Letter to Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees, dated June 17, 2013
(a)(1)(v)**	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees, dated June 17, 2013
(a)(1)(vi)**	Summary Advertisement
(a)(1)(vii)***	Supplement to the Offer to Purchase, dated July 10, 2013
(a)(1)(viii)***	Amended Letter of Transmittal
(a)(1)(ix)***	Amended Notice of Guaranteed Delivery
(a)(1)(x)***	Amended Letter to Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees, dated July 10, 2013
(a)(1)(xi)***	Amended Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees, dated July 10, 2013
(a)(2)-(a)(4)	Not applicable.
(a)(5)(A)	Press Release dated June 13, 2013 (1)
(a)(5)(B)***	Press Release dated July 10, 2013

- (a)(5)(C)**** Press Release dated July 24, 2013
- (a)(5)(D)* Press Release dated July 29, 2013
- (b) Not applicable.
- (d)(i) Form of Indemnity Agreement entered into with the following directors and executive officers: As of June 29, 2009 with Barry M. Monheit, Michael F. Golden, Robert L. Scott, John B. Furman, Mitch A. Saltz, I. Marie Wadecki, and Jeffrey D. Buchanan; as of November 2009 with P. James Debney; as of July 2011 with Robert H. Brust; as of December 14, 2011 with Mario Pasantes and Mark P. Smith; and as of April 24, 2012 with Michael J. Brown and Robert J. Cicero (2)
- (d)(ii) Amended and Restated Employment Agreement, executed December 8, 2011 as of September 26, 2011, between P. James Debney and Smith & Wesson Holding Corporation (3)
- (d)(iii) Severance and Change in Control Agreement, effective as of January 3, 2011, by and between Smith & Wesson Holding Corporation and Jeffrey D. Buchanan (4)
- (d)(iv) Letter of Amendment, dated September 9, 2011, between Jeffrey D. Buchanan and Smith & Wesson Holding Corporation (3)
- (d)(v) Separation Agreement and Release, dated September 26, 2011, between Michael F. Golden and Smith & Wesson Holding Corporation (5)
- (d)(vi) 2001 Stock Option Plan (6)
- (d)(vii) Form of Option to 2001 Stock Option Plan (7)
- (d)(viii) Amended and Restated 2004 Incentive Stock Plan (5)
- (d)(ix) Form of Restricted Stock Unit Award Agreement to the 2004 Incentive Stock Plan (8)
- (d)(x) Form of Non-Qualified Stock Option Award Grant Notice and Agreement to the 2004 Incentive Stock Plan (3)
- (d)(xi) Form of Restricted Stock Unit Award Grant Notice and Agreement to the 2004 Incentive Stock Plan (3)
- (d)(xii) Form of Performance-Based Restricted Stock Unit Award Grant Notice and Agreement to the 2004 Incentive Stock Plan (9)
- (d)(xiii) Form of Time-Based Restricted Stock Unit Award Grant Notice and Agreement to the 2004 Incentive Stock Plan (9)
- (d)(xiv) Non-Qualified Stock Option Agreement issued on December 6, 2004 between the Registrant and Michael F. Golden (6)
- (d)(xv) 2011 Employee Stock Purchase Plan (5)
- (d)(xvi) Rights Agreement, dated as of August 25, 2005, by and between the Registrant and Interwest Transfer Company, Inc., as Rights Agent (10)
- (d)(xvii) Indenture, dated as of June 17, 2013, among Smith & Wesson Holding Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee (11)

- (d)(xviii) Form of Exchange and Purchase Agreement by and among Smith & Wesson Holding Corporation and the investors party thereto (11)
- (d)(xix) First Supplemental Indenture, dated as of June 26, 2013, among Smith & Wesson Holding Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee (12)
- (d)(xx)*** Smith & Wesson Holding Corporation Executive Severance Pay Plan
- (g) Not applicable.
- (h) Not applicable.

* Filed herewith.

** Previously filed with the Schedule TO on June 17, 2013.

*** Previously filed with Amendment No. 2 to the Schedule TO on July 10, 2013.

**** Previously filed with Amendment No. 3 to the Schedule TO on July 24, 2013.

(1) Incorporated by reference to the Registrant's Schedule TO-C filed with the SEC on June 13, 2013.

(2) Incorporated by reference to the Registrant's Form 10-K filed with the SEC on June 30, 2009.

(3) Incorporated by reference to the Registrant's Form 10-Q filed with the SEC on December 8, 2011.

(4) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on December 21, 2010.

(5) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on September 28, 2011.

(6) Incorporated by reference to the Registrant's Form S-8 (No. 333-128804) filed with the SEC on October 4, 2005.

(7) Incorporated by reference to the Registrant's Proxy Statement on Schedule 14A filed with the SEC on December 28, 2001.

(8) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on May 19, 2006.

(9) Incorporated by reference to the Registrant's Form 10-K filed with the SEC on June 28, 2012.

(10) Incorporated by reference to the Registrant's Form 8-A filed with the SEC on August 25, 2005.

(11) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on June 17, 2013.

(12) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on June 26, 2013.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SMITH & WESSON HOLDING CORPORATION

By: /s/ Jeffrey D. Buchanan

Name: Jeffrey D. Buchanan

Title: Executive Vice President, Chief Financial Officer, and
Treasurer

Date: July 29, 2013

EXHIBIT INDEX

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Smith & Wesson Holding Corporation Announces Final Results of Tender Offer

SPRINGFIELD, Mass., July 29, 2013 — **Smith & Wesson Holding Corporation (NASDAQ Global Select Market: SWHC)**, a leader in firearm manufacturing and design, today announced the final results of its fixed-price cash tender offer to purchase up to 6,818,181 at a purchase price of \$11.00 per share (the "Offer"), which expired at 12:00 midnight, New York City time, on the evening of July 23, 2013.

Based on the final count by the depository for the Offer, the company accepted for payment an aggregate of 1,417,233 shares of its common stock, at a total cost to the company of approximately \$15.6 million, excluding fees and expenses relating to the Offer. These shares represent approximately 2.2 percent of shares issued and outstanding. Payment for the shares accepted for purchase under the Offer will be made promptly. The company expects to have approximately 63,000,000 shares of its common stock outstanding immediately following consummation of the Offer.

James Debney, President and CEO of Smith & Wesson, said, "We are pleased that the Offer provided us with an opportunity to deliver value to participating stockholders while increasing the proportional ownership of non-tendering stockholders. The Offer represents an important step in our overall plan to return capital to stockholders through our stock repurchase program. We remain authorized to purchase additional shares under that program in the open market or privately negotiated transactions."

On June 13, 2013, the company announced that its Board of Directors had approved the repurchase of up to \$100.0 million of the company's outstanding common stock, including the repurchase for cash of up to \$75.0 million of common stock by way of a fixed-price issuer tender offer, with the remaining authorized balance to be repurchased in the open market or privately negotiated transactions. Following the expiration of the Offer, the company remains authorized to repurchase up to approximately \$84.4 million of common stock in the open market or privately negotiated transactions. In September 2013, the company expects to file with the Securities and Exchange Commission (the "SEC") its quarterly report on Form 10-Q for the period ended July 31, 2013. Until that filing occurs, any open market purchases of its stock will be made pursuant to the terms of a trading plan the company established in June 2013 pursuant to rule 10b5-1.

Cowen and Company, LLC served as the dealer manager for the Offer and Innisfree M&A Incorporated served as the information agent for the Offer.

About Smith & Wesson

Smith & Wesson Holding Corporation (NASDAQ Global Select Market: SWHC) is a U.S.-based leader in firearm manufacturing and design, delivering a broad portfolio of quality firearms, related products, and training to the global military, law enforcement, and consumer markets. The company's brands include Smith & Wesson®, M&P® and Thompson/Center Arms™. Smith & Wesson facilities are located in Massachusetts and Maine. For more information on Smith & Wesson, log on to www.smith-wesson.com.

Safe Harbor Statement

This press release contains forward-looking statements. Forward-looking statements are identifiable by words or phrases such as “anticipates,” “intends,” “expects,” “believes” and “will,” and similar words and phrases. Certain statements contained in this press release may be deemed to be forward-looking statements under federal securities laws, and we intend that such forward-looking statements be subject to the safe-harbor created thereby. Such forward-looking statements include statements regarding the company's overall plan to return capital to stockholders through its stock repurchase program, the company's authorization to purchase additional share under the stock repurchase program in the open market or privately negotiated transactions, and the fact that any open market purchases made prior to the company's filing of its next Form 10-Q will be made pursuant to the terms of a 10b5-1 trading plan. We caution that these statements are qualified by important factors that could cause actual results to differ materially from those reflected by such forward-looking statements. Additional information about the risk factors to which we are exposed and other factors that may adversely affect these forward-looking statements is contained in our reports and filings with the SEC, including our Annual Report on Form 10-K for the fiscal year ended April 30, 2013. Investors should not place undue reliance on forward-looking statements as predictions of future results. The company undertakes no obligation to update or revise any forward-looking statements to reflect developments or information obtained after the date of this press release except as otherwise required by law.

Contact: Liz Sharp, VP Investor Relations
Smith & Wesson Holding Corp.
(413) 747-3304
lsharp@smith-wesson.com