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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**

**June 11, 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 1.01 Entry into a Material Definitive Agreement.**

On June 11, 2013, we entered into exchange and purchase agreements to sell to institutional investors an aggregate of \$75.0 million of our new 5.875% Senior Notes due 2017 (the "New Notes") in exchange for approximately \$42.8 million of our 9.50% Senior Notes due 2016 (the "Existing Notes") from existing holders of such notes and the purchase by certain of such holders of additional New Notes for cash (the "Note Exchange and Purchase"). The Note Exchange and Purchase will result in net cash to the company totaling approximately \$25.0 million. The New Notes will be issued pursuant to an indenture substantially similar to the indenture for the Existing Notes (except for matters such as term, interest rate, redemption terms, financial ratios, and covenants). The New Notes will be issued without registration in reliance on the exemption provided by Section 4(a)(2) of the Securities Act of 1933, as amended. We anticipate that the settlement of the sale of the New Notes will take place on or about June 17, 2013, subject to customary closing conditions.

**Item 7.01 Regulation FD Disclosure.**

On June 13, 2013, we issued a press release announcing the Note Exchange and Purchase described under Item 1.01 of this Current Report on Form 8-K and announcing the authorization by our Board of Directors of the purchase of up to \$100.0 million of our outstanding common stock, including the purchase 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 purchased in open market or privately negotiated transactions. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

The information in this Item 7.01 (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, as amended, 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.*

99.1 Press release from Smith & Wesson Holding Corporation, dated June 13, 2013, entitled “Smith & Wesson Holding Corporation Announces Debt Exchange and Purchase, and \$100.0 Million Stock Repurchase Authorization”

**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: June 13, 2013

By: /s/ Jeffrey D. Buchanan  
Jeffrey D. Buchanan  
Executive Vice President, Chief Financial Officer, and Treasurer

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**EXHIBIT INDEX**

- 99.1 Press release from Smith & Wesson Holding Corporation, dated June 13, 2013, entitled “Smith & Wesson Holding Corporation Announces Debt Exchange and Purchase, and \$100.0 Million Stock Repurchase Authorization”



**Smith & Wesson Holding Corporation Announces  
Debt Exchange and Purchase, and \$100.0 Million Stock Repurchase Authorization**

**SPRINGFIELD, Mass., June 13, 2013** — **Smith & Wesson Holding Corporation (NASDAQ Global Select Market: SWHC)**, a leader in firearm manufacturing and design, today announced that it has entered into agreements to sell to institutional investors \$75.0 million aggregate principal amount of newly issued 5.875% Senior Notes due 2017 (“New Notes”). The New Notes will be issued in exchange for approximately \$42.8 million aggregate principal amount of the company’s 9.50% Senior Notes due 2016 from existing holders of such notes and the purchase by certain of such holders of additional New Notes for cash. This transaction will result in net cash to the company totaling approximately \$25.0 million. The company anticipates that the settlement of the sale of the New Notes will take place on or about June 17, 2013, subject to customary closing conditions.

The company also announced that its Board of Directors has 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 open market or privately negotiated transactions. The amount and timing of any open market repurchases or privately negotiated transactions will depend on a number of factors, including price, trading volume, general market conditions, legal requirements, and other factors. Any shares of common stock repurchased under the authorization will be held as treasury stock but not outstanding shares of the company’s common stock. In December 2012, the company announced that its Board of Directors approved a program to repurchase up to \$35.0 million of the company’s outstanding shares of common stock and the company subsequently repurchased 2.1 million shares for \$20.0 million, utilizing cash on hand. The \$100.0 million repurchase program announced today replaces the remaining \$15.0 million authorized in December 2012.

James Debney, President and Chief Executive Officer of Smith & Wesson, said, “The successful execution of our growth strategy and strong balance sheet have allowed us to take steps to optimize our capital structure. With fiscal year 2013 results that exceeded guidance and \$100.5 million cash on hand at the end of the fiscal year, we will recapitalize our existing debt on highly favorable terms, providing a capital structure that allows us to analyze opportunities for strategic investments. We believe that investing in our own company is presently one of our greatest opportunities. Thus, our Board of Directors has established a major stock buyback

program, which, depending on the stock price and the number of shares purchased, could reduce our outstanding shares of common stock by approximately 15%. The debt exchange and the stock buyback program together are expected to be accretive, thereby increasing stockholder value while giving us financial flexibility to be strategically opportunistic.”

Under the terms of the proposed tender offer, stockholders will be invited to tender some or all of their shares at a price per share of \$10.00. The company has indicated that none of the company’s executive officers or directors will tender any portion of their shares in the tender offer. The company will use reasonable efforts to commence the tender offer on or around June 17, 2013 and will expire 20 business days from its commencement, unless extended or terminated in accordance with the terms and conditions of the tender offer. Tenders of shares must be made on or prior to the expiration of the tender offer and may be withdrawn at any time on or prior to the expiration date of the tender offer.

*This announcement is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer described in this press release has not commenced. At the time the tender offer is commenced, Smith & Wesson Holding Corporation will file a tender offer statement on Schedule TO with U.S. Securities and Exchange Commission (the “SEC”). The tender offer statement (including an offer to purchase, a related letter of transmittal, and other offer documents) will contain important information that should be read carefully before any decision is made with respect to the tender offer. Those materials will be made available to Smith & Wesson Holding Corporation stockholders at no expense to them. In addition, all of those materials, and all other offer documents filed with the SEC, will be available at no charge on the SEC’s website at [www.sec.gov](http://www.sec.gov). Additionally, the stockholders will be able to obtain the offer documents at no charge by contacting the information agent, Innisfree M&A Incorporated, toll-free at (888) 750-5834 (banks and brokers may call collect at (212) 750-5833). Stockholders are urged to carefully read these materials prior to making any decision with respect to the tender offer. Cowen and Company, LLC will serve as dealer manager for the tender offer.*

The New Notes have been offered only to “qualified institutional buyers” in the United States as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons pursuant to Regulation S under the Securities Act. The New Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

The announcement of the private placement of the New Notes does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation, or sale in any jurisdiction in which such offering, solicitation, or sale would be unlawful.

## **About Smith & Wesson**

Smith & Wesson Holding Corporation (NASDAQ Global Select: 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](http://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 the company's assessment of the successful execution of its growth strategy and strong balance sheet; the company's view of the terms of the recapitalization of its existing debt; the company's view that it will be able to analyze opportunities for strategic investments; the company's view that buying back stock is presently one of its greatest opportunities; and the company's view of the potential reduction of its outstanding shares. 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. Such factors include, among others, the uses of proceeds from the sale of the New Notes. 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 Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended April 30, 2012. 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  
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