
**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 8, 2012

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
01104**

(Address of principal executive offices, including 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 (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 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 9, 2011, which was filed with the Securities and Exchange Commission on December 9, 2011.

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, 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.*

**Exhibit
Number****Exhibits**

99.1 Smith & Wesson presentation dated February 2012.

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

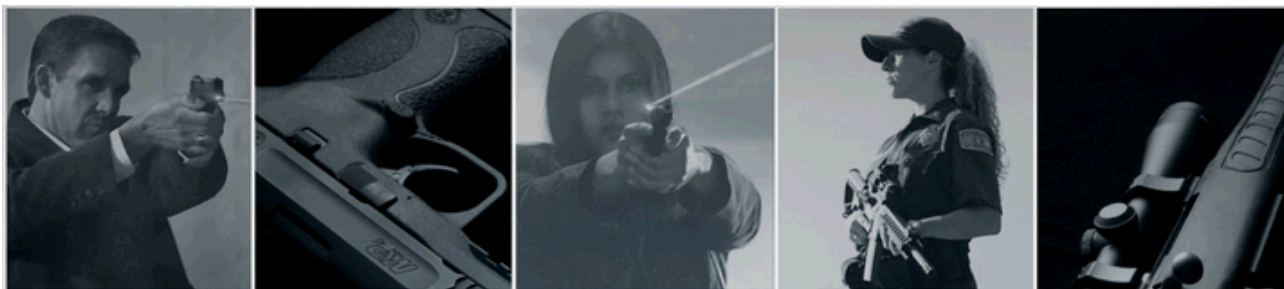
Date: February 7, 2012

By: /s/ Jeffrey D. Buchanan

Jeffrey D. Buchanan
Executive Vice President, Chief Financial Officer,
Secretary, and Treasurer

EXHIBIT INDEX

99.1 Smith & Wesson presentation dated February 2012.



James Debney, President & CEO
Jeffrey Buchanan, EVP & CFO
 February, 2012



Smith & Wesson



THOMPSON/CENTER

Safe Harbor

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 Company's vision and mission, anticipated sales, gross profit margin, and operating expenses for the Company, the opportunity for growth of the Company, the demand for the Company's products and services, the Company's future products or product development, the Company's focus and objectives, and the Company's financial and operational goals for the current fiscal year and future periods. 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, the success of new products, the success of the planned divestiture of the Company's Security Solutions business, and other risks detailed from time to time in the Company's reports filed with the SEC.



 **Smith & Wesson**

Business Highlights

- U.S. Market Leader for Firearms: Handguns, Modern Sporting Rifles (MSR)
- 159 years of rich history
- Iconic brand with 93% aided awareness
 - Smith & Wesson® Brand = Revolver
- Innovative product portfolio serving broad user groups
 - Revolver, Polymer Pistol, Metal Pistol, Pocket Pistol, Bolt Action, Black Powder, Modern Sporting Rifle
- Diverse sales sources:
 - Consumer: Sporting Goods
 - Professional: International, Law Enforcement, Government, Military
- Healthy balance sheet
- Solid, experienced management team
- Strong strategic direction



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Vision / Mission

Our Vision:

The leading firearms manufacturer

Our Mission:

To allow our employees to design, produce, and market high-quality, innovative firearms that meet the needs and desires of our consumer and professional customers



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Focus, Simplify, Execute

Strategy - Focus on Firearms

- Sale of Security Solutions – Perimeter Security Business (formerly USR)
- U.S. Consumer - leverage professional markets
- Family of brands:
 - Smith & Wesson®
 - Walther®
 - Thompson/Center Arms
 - M&P™
- M&P™ - Brand and product platform: Pistols and modern sporting rifles
- Operations: Consolidate and expand capacity – some production lines have reached record levels
- Deliver new products that meet needs of user groups



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Experienced Leadership Team

James Debney, President & CEO

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

Jeffrey Buchanan, EVP & CFO

25+ 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



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Experienced Management Team

Mario Pasantes

Sr. VP Marketing and Global Professional Sales

Alcoa, Inc.
Coca-Cola
Pillsbury

International Market Development
Strong Global Brands Strategy
Customer Development

Mark Smith

VP Manufacturing and Supply Chain Management

Alvarez & Marsal
Ecolab

Multi-Site Ops
Capacity Expansion
MPS/MRP Systems
S&OP Mgmt
Inventory Mgmt
Lean Six Sigma

Ginger Chandler

VP New Product Development

Morton Int'l.
YOMO
Breed Technologies

Design Engineer
Product Development
Manufacturing Mgmt
Toyota Production Sys
Clients: Alcoa, Dell, Meridian, Whirlpool

Mike Brown

VP Sporting Goods Sales

Camfour, Inc.
KPMG

Multiple Leadership Roles in Hunting & Shooting Sports Industries
Sales Strategy
Team Development



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Q2 FY12 Highlights (Oct 31, 2011)

- Double digit sales growth, a leader in expanding key firearm categories
 - Total net sales +10.5% YOY
 - Polymer pistol unit sales + 40% YOY
 - Modern sporting rifle unit sales +64% YOY
 - Overall unit growth +27% vs. market growth of +12.6% (Adjusted NICS)
- Announced plan to divest Security Solutions business (Discontinued Ops)
- Neared completion on Thompson/Center Arms consolidation (Completed November 2011)
- Shipped our M&P™ firearms to numerous police agencies
- Shipped 1st order to Belgium Federal Police
 - Largest single contract to date for our M&P polymer pistols
- Venture Recall: Doing right by our customers - Standing by our products
- Defended our proprietary muzzleloader technology
- After Q2, paid down \$30 million of debt (December 2011)



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SWHC: Financial Highlights

(From Continuing Operations)

Fiscal Year April 30 Sales (in Millions)



- Q2FY12 Actual:
 - Sales \$92.3M (+10.5%)
 - Backlog \$149.9M
 - Gross Profit Margin 26.7%
 - Op. Expense \$21.2M
 - Working capital \$84.3M
 - Cash \$49.2M
- Q3FY12 Guidance:
 - Sales \$92.0M - \$96.0M
 - Gross Profit Margin Approx. 30.0%
 - Op. Expense Approx. \$22.0M
- Full Fiscal 2012 Guidance:
 - Sales \$385.0M - \$395.0M (+13.0%-15.0%)
 - Gross Margins Approaching 30%
 - Op. Expense 21.0%-22.0%

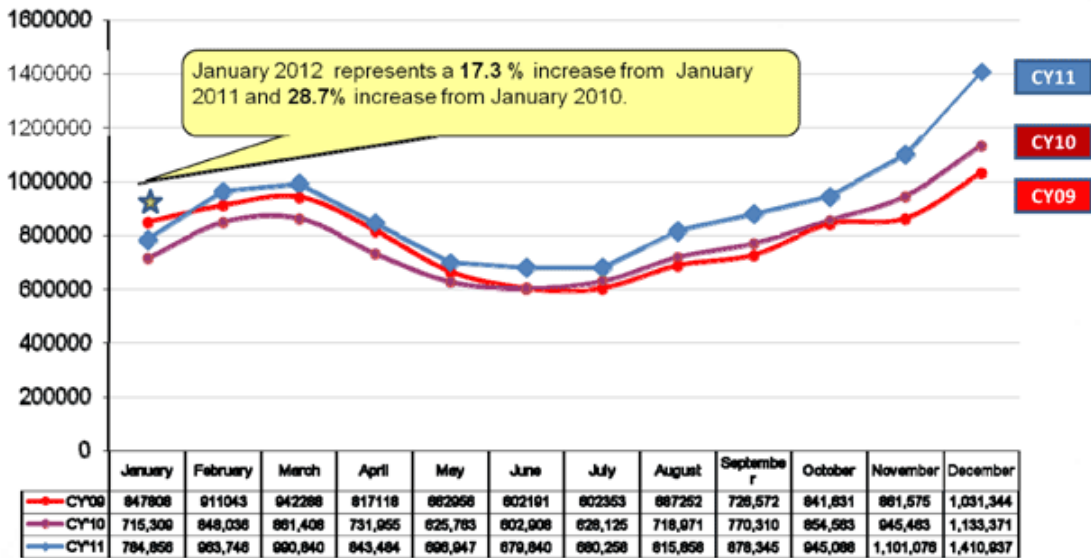
*FY2012 Estimate

Note: All financial information and guidance reflects information that we provided on December 8, 2011. We are not updating this information to the present date nor does its inclusion constitute a reiteration or modification of this information.



NICS: Strength in Consumer Firearms Market

Adjusted NICS Checks



Jan 2012: 920,840

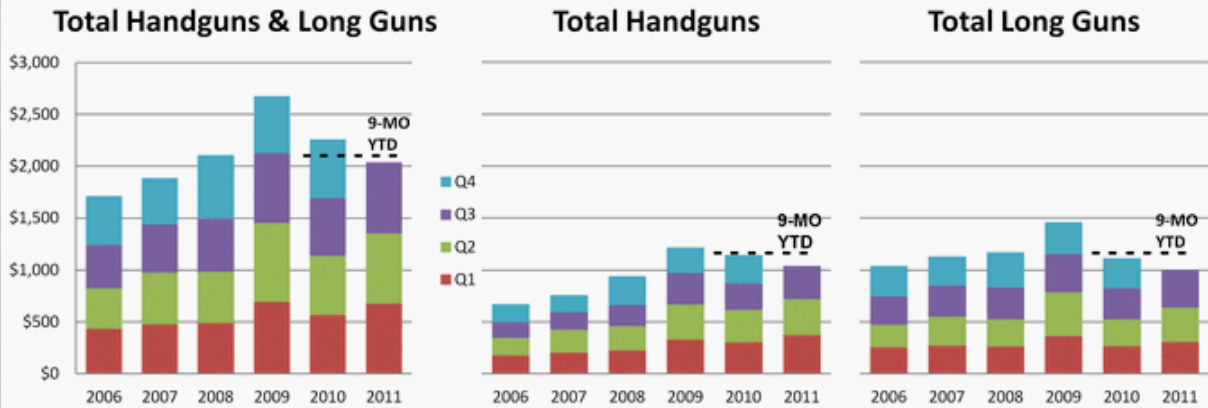
*National Shooting Sports Foundation (NSSF) adjusts FBI NICS data to eliminate background checks associated with permit applications and checks on active CCW permit databases, in order to provide a more accurate picture of market conditions.



Strong Industry Sales Indications Through Q3 CY11

(in Millions)

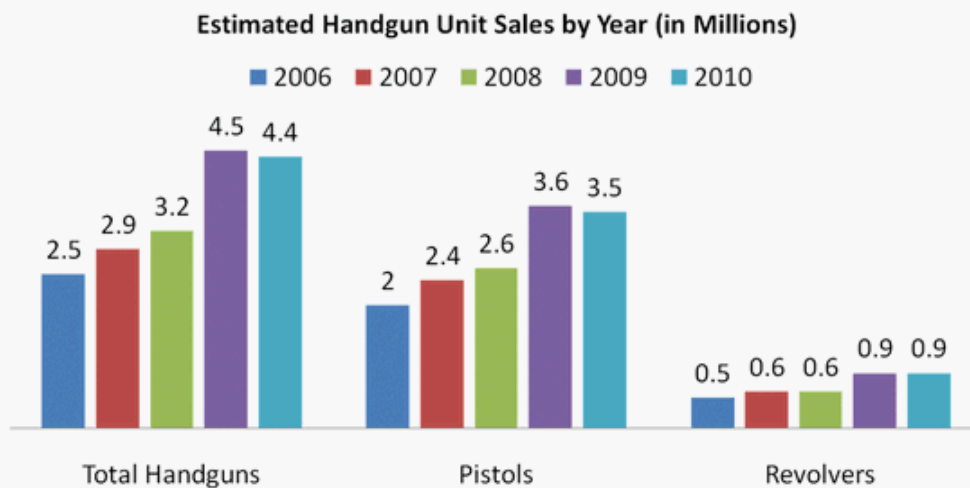
- Wholesale projected sales based on excise tax collections.
- YTD Q3 2011 excise tax collections exceeded prior YTD Q3 2010.
- Category growth of over 30% in the past 5 years.



Source: Federal Excise Tax collections, Wholesale Value
*Long guns include all rifles, shotguns and muzzle loaders

Industry: Pistols Driving Handgun Growth

U.S. handgun growth has been driven by pistols, which now represent 80% of units sold.



Source: BATF annual firearms mfg and export report. USITC import data.

Industry: Pistols vs. Revolvers

Pistols & revolvers have different attributes, but pistols win on self-defense and have attracted younger consumers into the handgun market.

Pistol advantages versus revolvers:

- Capacity
- Rate of fire
- High tech/cutting edge
- Modern shape
- Trigger pull
- Safety features

Revolver advantages versus pistols:

- Slightly better for beginners
- Easy maintenance
- Reliability

Source: 12/10 Strategic Platform and Extensibility Study



Smith & Wesson®

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SWHC Firearms Growth Drivers

▪ Consumer Market – U.S.

- Focus on Concealed Carry, Personal Protection, Recreation
- Expand Market Share: Polymer Pistol Unit Growth (M&P™, BODYGUARD®, The Sigma Series®)
- Robust New Product Pipeline is Required
- Leverage Positive Halo Effect from Professional Markets

▪ Professional Market

- Law Enforcement – ongoing sidearm and rifle replacements, upgrades
- Federal Government – agencies can purchase M&P Pistol on ATF Contract
- Military – M9 pistol replacement & M4 bolt carrier assembly opportunities
- International – large orders, e.g. Belgium



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Major Focus: M&P™ Pistol Growth

Current Situation:

- Pistol category is 80% of handguns
- Compact and full-size polymer pistols are increasing in popularity
- M&P™ products well received by retail and consumer

Our Focus:

- Grow M&P™ Pistol market share:
 - Increased consumer advertising
 - Increasing capacity to satisfy growing orders
- Make it easier for dealers to support the M&P™ platform:
 - Strong merchandising and store programs
 - Armorer's Training and On-The-Hip Program



M&P - Proven Performance

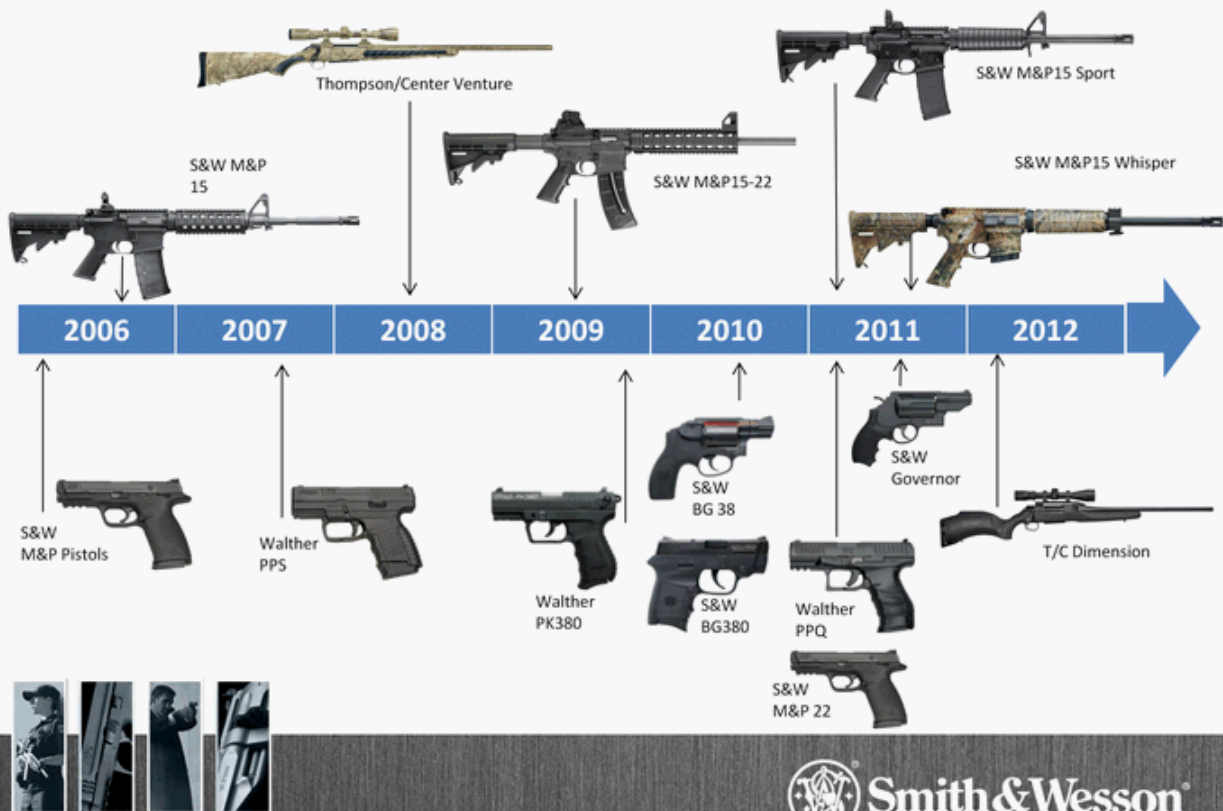
Strong & Marketable Differences



M&P VS. COMPETITION		M&P	GLOCK® GEN4™	XD(M)™
	S, M, L Patented Palmwell Grips	✓ YES	✗ NO	✗ NO
	Ambidextrous Slide Stop	✓ YES	✗ NO	✗ NO
	Embedded Stainless Steel Chassis	✓ YES	✗ NO	✗ NO
	Ambidextrous Thumb Safety™	✓ YES	✗ NO	✗ NO
	Country of Manufacture		 Austria	 Croatia



Demonstrated Track Record of New Products



New Models for the M&P™ Platform

- New and exciting entries for polymer pistol category
 - Concealed Carry and Personal Protection
 - Consumer and Professional
- Additional calibers and models for the M&P Modern Sporting Rifle platform:
 - Tactical
 - Hunting
- Will only announce new product introductions when ready – capable and right timing



Our Strategic Direction: Focus on Firearms

- ✓ Grow sales and increase profitability
- ✓ Expand manufacturing capacity intelligently
 - Focus on M&P pistol platform
- ✓ Reduce expenses on a company-wide basis
 - Focus on improving gross margins
- ✓ Maintain robust new product pipeline
 - Launch new products strategically
- ✓ Leverage existing product portfolio



Objective: Deliver Enhanced Value



Financial Model: Goals

Guidance for Current FY

In One to Two Years

In Three to Five Years

Guidance for Current FY	In One to Two Years	In Three to Five Years
Sales: 100%	Sales: 100%	Sales: 100%
CGS: <u>70%</u>	CGS: <u>67%</u>	CGS: <u>65%</u>
Margin: 30%	Margin: 33%	Margin: 35%
Opex: <u>22%</u>	Opex: <u>18%</u>	Opex: <u>17%</u>
Operating Margin: 8%	Operating Margin: 15%	Operating Margin: 18%

Note: Current FY reflects information that we provided on December 8, 2011. We are not updating this information to the present date nor does its inclusion constitute a reiteration or modification of this information.





Question & Answers

For Investor Information contact Liz Sharp, lsharp@smith-wesson.com, (480) 949-9700



WALTHER
A Walther and Smith & Wesson Strategic Alliance



Smith & Wesson



THOMPSON/CENTER