

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): November 2, 2004

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) (Zip Code)

Registrant's Telephone Number, Including Area Code: (800) 331-0852

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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) Roy C. Cuny, until November 2, 2004, the President and Chief Executive Officer of Smith & Wesson Holding Corporation (the “Company”), is no longer with the Company. In addition, G. Dennis Bingham resigned as Chairman of the Board of Directors of the Company, effective November 2, 2004.

(d) On November 2, 2004, the Board of Directors of the Company elected Jeffrey D. Buchanan to serve as an independent director of the Company. There was no arrangement or understanding pursuant to which Mr. Buchanan was elected as a director, and there are no related party transactions between Mr. Buchanan and the Company. Mr. Buchanan also was selected to serve as Chairman of the Company’s Audit Committee.

On November 2, 2004, the Company issued a press release announcing the resignations of Messrs. Cuny and Bingham, and the election of Mr. Buchanan to the Company’s Board of Directors. A copy of the press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference in this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial Statements of Business Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Exhibits.*

Exhibit
Number

99.1 Press release from Smith & Wesson Holding Corporation, dated November 2, 2004, entitled “Smith & Wesson Holding Corporation Announces Management and Board Changes”

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.

Date: November 3, 2004

SMITH & WESSON HOLDING CORPORATION

By: /s/ John A. Kelly

John A. Kelly
Chief Financial Officer and Treasurer

EXHIBIT INDEX

Exhibit
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99.1 Press release from Smith & Wesson Holding Corporation, dated November 2, 2004, entitled “Smith & Wesson Holding Corporation Announces Management and Board Changes”

**SMITH & WESSON HOLDING CORPORATION
ANNOUNCES MANAGEMENT AND BOARD CHANGES**

Springfield, Mass. – November 2, 2004 – Smith & Wesson Holding Corporation (Amex: SWB), the world's largest manufacturer of handguns for sporting, law enforcement, and military use, today announced changes in its management team and Board of Directors. Roy C. Cuny, until today the President and Chief Executive Officer of the Company, is no longer with the Company.

The Company's Nominations and Corporate Governance Committee is working with Spencer Stuart, an international search firm, to select a CEO to lead the parent of the legendary 152-year old Smith & Wesson Corp. The new CEO will be selected with high consideration given to capabilities to grow Smith & Wesson's worldwide market share and realize brand opportunities while continuing to focus on new product development, manufacturing efficiencies and company-wide operational excellence.

The Company also announced that G. Dennis Bingham has informed the board that changes in his personal and professional commitments prevent him from expending the time necessary to properly represent the Company's shareholders. Following Mr. Bingham's resignation from the Board of Directors, the board elected Barry M. Monheit, currently an independent director of the Company, to the position of Chairman of the Board.

The Board also appointed Jeffrey D. Buchanan as a director and Chairman of the Audit Committee. Mr. Buchanan currently serves as Executive Vice President, Chief Financial Officer, Secretary, and Treasurer as well as a director of Three-Five Systems, Inc., a New York Stock Exchange-listed worldwide electronics manufacturing services company.

I. Marie Wadecki, the Chair of the Nominations and Corporate Governance Committee, expressed the board's gratitude to Mr. Bingham for his tireless services on behalf of the Company. Ms. Wadecki also expressed the board's pleasure in being able to fill Mr. Bingham's roles with people of the quality of Messrs. Monheit and Buchanan.

Pending the selection of a President and Chief Executive Officer, the board has established an Office of the Chairman consisting of Mr. Monheit; Robert L. Scott, Vice Chairman of the Board of Directors; and John A. Kelly, the Company's Chief Financial Officer.

About Smith & Wesson

Smith & Wesson Corp., one of the world's leading manufacturers of quality handguns, law enforcement products, firearm safety and security products, is headquartered in Springfield, Massachusetts with manufacturing facilities in Springfield and Houlton, Maine. The Smith & Wesson Academy is the nation's longest running firearms training facility for law enforcement, military, and security professionals. For more information, call 800-331-0852, or log on to www.smith-wesson.com <http://www.smith-wesson.com/>.

Contact:

Smith & Wesson Holding Corporation
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