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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**

**December 8, 2009**

Date of Report (Date of earliest event reported)

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**Smith & Wesson Holding Corporation**

(Exact Name of Registrant as Specified in 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)

**(800) 331-0852**

(Registrant's telephone number, including area code)

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 November 9, 2009, which was filed with the Securities and Exchange Commission on November 9, 2009.

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](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.*

Exhibit Number	Exhibits
99.1	Smith & Wesson presentation dated December 2009.

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**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: December 8, 2009

By: */s/ William F. Spengler*

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William F. Spengler  
Executive Vice President, Chief Financial Officer, and  
Treasurer

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**EXHIBIT INDEX**

99.1 Smith & Wesson presentation dated December 2009.



**William Spengler**  
**EVP, CFO**

December, 2009



# One Leader: Two Powerful Growth Platforms



**NASDAQ Global Select: SWHC**  
Growth and profitability



Leader in  
quality firearms



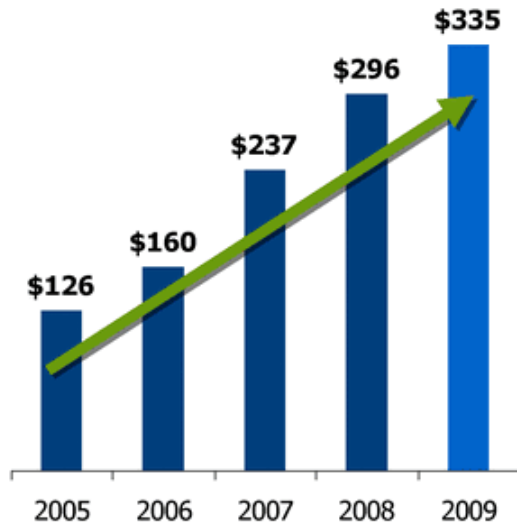
Leader in  
perimeter security

Global leader in safety, security and protection

# Strong Financial Performance



## Fiscal Year April 30 Revenues



## Second Quarter FY 2010:

Record Quarterly Revenue  
Record Quarterly Net Income

- Revenues: \$109M (+49%)
- Gross Margins: 31.8%
- Net Income: \$13.3M
- Cash: \$46M

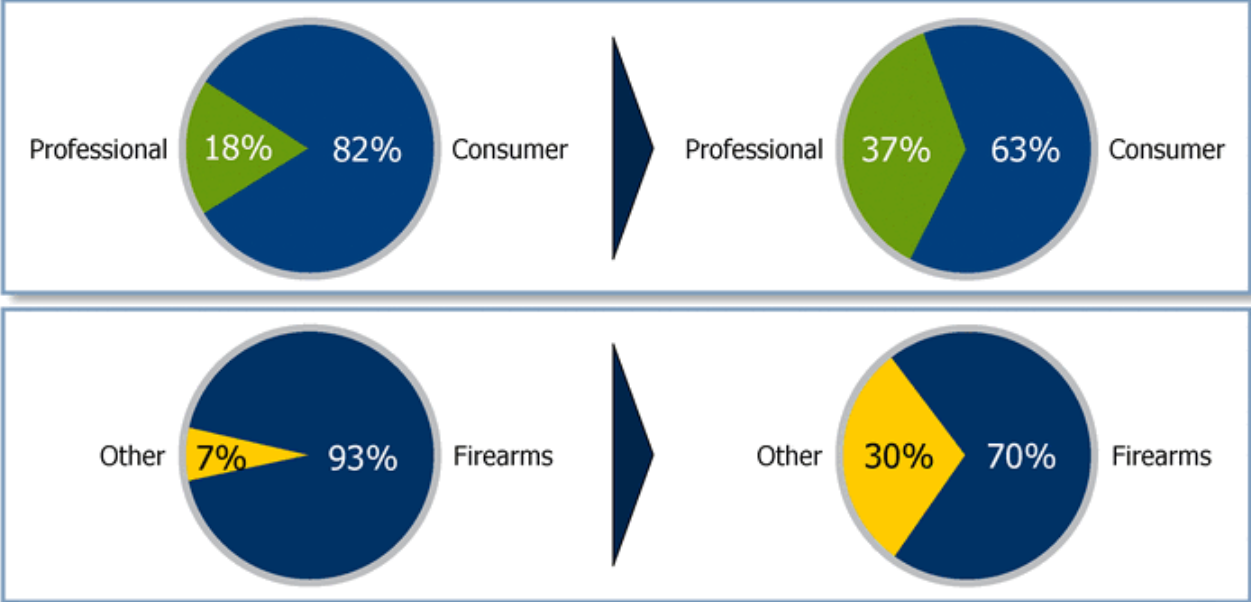


# Rapidly Diversifying Revenue Streams



SWHC FY 2009

SWHC FY 2011<sup>(1)</sup>



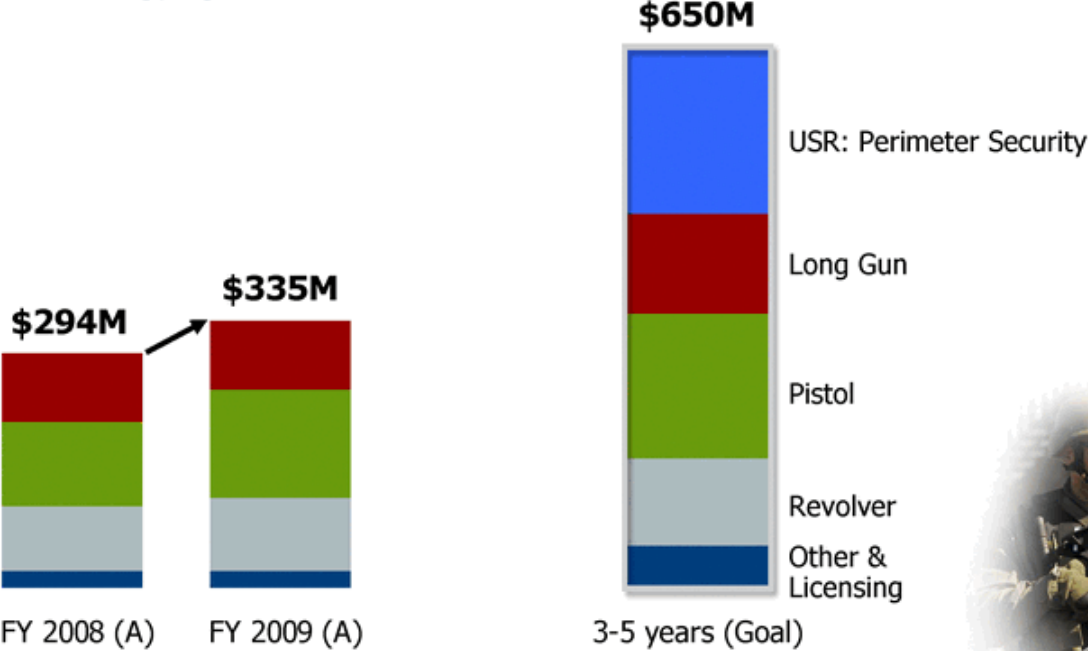
(1) First full year of USR consolidation



# Robust Revenue Outlook



## Revenues (\$M)



# A Growing Profit Model



As % of Sales	SWHC FY 2009 Actual	SWHC 3-5 Years Goal
Net sales	100%	100%
Gross margin	29.2%	35-36% strengthened by USR
Operating expenses*	21.6%	20%
Operating income	7.6%	15-16%

\* Excluding impairment charges



**From:** A manufacturer of revolvers



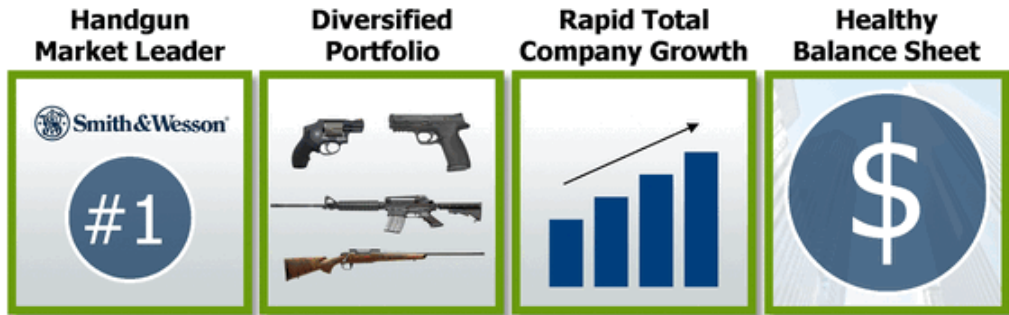
**Revenues: \$126M**

FIREARMS:

# A Transformation – 2005-2009



**To: A global leader in firearms**





Product	Market			
	Consumer	Law Enforcement	Government / Military	International
Revolver	✓	✓	✓	✓
M&P Pistol	2006	2006	2006	2006
M&P Tactical Rifle	2006	2006	2006	2006
Thompson / Center Arms	2007	–	–	–
M&P4 – Tactical Rifle	–	2009	2009	2009



**New innovative products to address:**

- Consumer
  - M&P 15-22, PK380, and others
- International & Law Enforcement
  - M&P15 and M&P4 tactical rifles
  - M&P pistol and other new pistol products
- Government
  - M4 Rifle Replacement
  - M9 Pistol Replacement
  - D.C. presence (advisory committee)

**Hunting business moving forward**

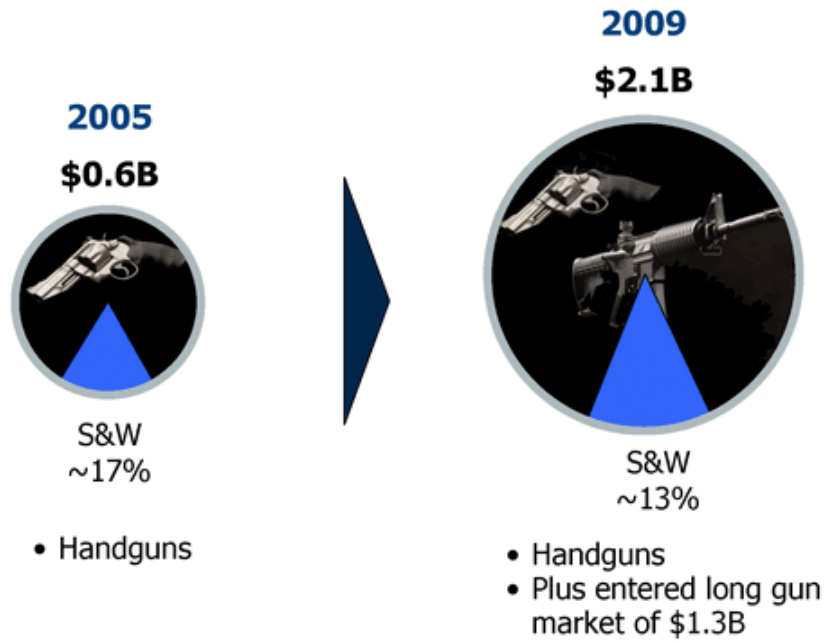
- Strategic new product launches
  - T/C Venture, Bone Collector, SHOT Launches
- Significant cost reductions
- Barrel expertise remains a competitive advantage



# Increased Addressable Market > Three Fold



## Addressable Market



Note: US excluding government



**The Brand = Security & Protection**

 **Smith & Wesson®**







## **Acquisition Criteria:**

- Professional customer base
- Alignment with core focus areas of safety, security, and protection
- Strong management teams in place to drive platform growth
- Limited EPS dilution

Seeking strong business platforms to build upon and broaden total company revenue and earnings base





**A Smith & Wesson® Company**

# One Company: Two Strong Growth Platforms



**NASDAQ Global Select: SWHC**  
Growth and profitability

Leader in  
quality firearms

Leader in  
perimeter security

Global leader in safety, security and protection

# USR Key Differentiators



**1. Market leader**

**2. Innovative products**

**3. World class customers**

**4. Comprehensive business model**

1. MARKET LEADER

# USR: The Clear Leader in Total Perimeter Security Solutions



- ✓ A high growth company, with a powerful brand in a fast growing market
  - at a unique inflection point in company history
- ✓ Business model: Innovative design, manufacture, installation and maintenance
  - patented, world class perimeter security products and services
- ✓ GRAB barrier system is the only system that meets all three State Dept., Federal Highway Admin & Department of Defense standards
  - Defense Department preferred supplier
- ✓ Robust new product development pipeline





# USR: Diversified, Industry Leading Product Offering



## USR: Flagship Product GRAB® System: Unique Features



- ✓ Shortest, less likely to be lethal stopping distance of any barrier on the market
- ✓ Can be activated in under 1.5 seconds
- ✓ Able to span multiple traffic lanes
- ✓ Re-useable after impact
- ✓ Environmentally friendly:  
no hydraulics underground
- ✓ Most cost effective
- ✓ Patent protected



# USR: Flagship Product: GRAB® Superior to Traditional Barriers



## Traditional Barrier



## GRAB® System



### GRAB® advantages:

- Stops vehicle without destroying it
- Payload contained, not projected
- Suspects apprehended for questioning
- Evidence recovered
- Barrier easily re-set after impact



# USR: World Class Customers



A customer list that specifies USR as the preferred provider of perimeter security solutions

# No Single Competitor Provides USR's Level of Turnkey Perimeter Security Solution



## 1. Engineering Design

- specialized knowledge



## 2. Full Suite of Security Products

- internally developed (IP)  
+ best-of-breed



## 3. Installation & Maintenance

- specialized integration



# USR: No Integrated Competitors



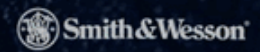


1. Further penetration of current customers
2. Launch of new products
3. International expansion
4. Expansion into new markets
5. Platform for potential security acquisitions



Increasing demand for critical infrastructure protection at government, military and corporate facilities provides enormous opportunity

# USR Update: Solidly on Track



YTD October (\$M)

	CY 2009	CY 2008	Increase
Revenue	\$40.8	\$17.6	<b>+232%</b>
Purchase orders generated	\$65.4	\$32.4	<b>+202%</b>
Backlog	\$44.4	\$22.3	<b>+199%</b>

## Recent Awards:

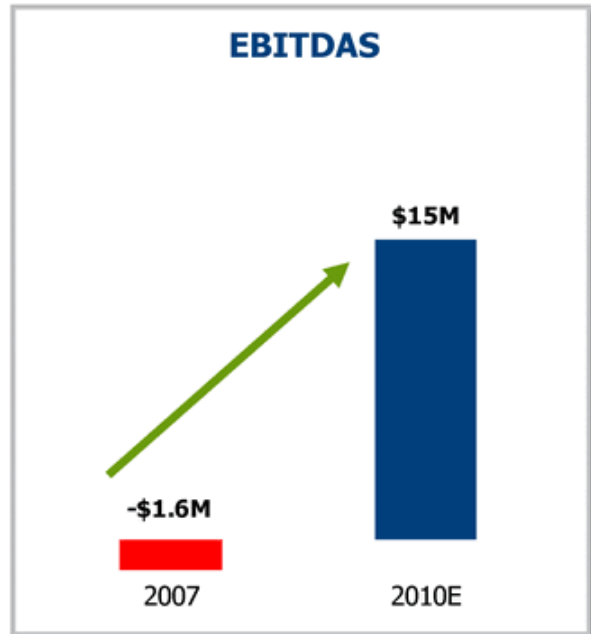
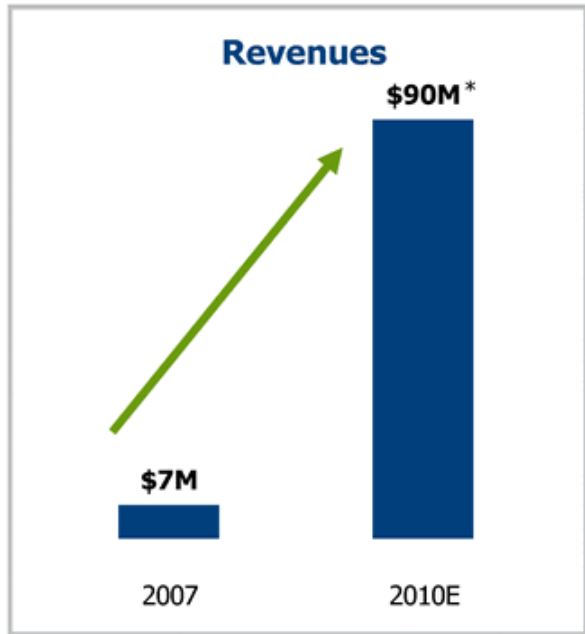
**June 09: Stevie Award – Most Innovative Company of the Year**

**August 09: Listed on Inc. 5000 Fastest Growing Companies**

**September 09: ASIS Accolades Award for Transformational Product**

**November 09: GSN Homeland Security Award for Best Crash Barriers**

# USR – Solid Growth Profile (calendar year)



\* Approximately \$100M in purchase orders in process at June, 2009



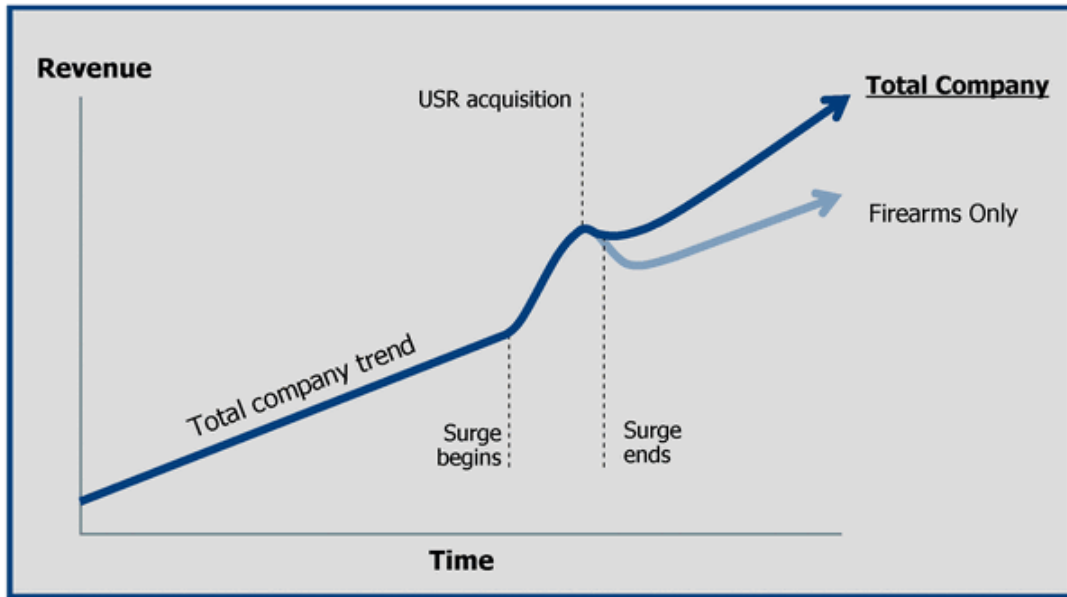
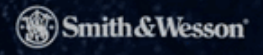
## Summary: USR



- Profitable, growing company in high growth global market
- GRAB® system provides differentiation, barrier to entry
- Unique business model
- World class customers
- Unique competitor/customer relationships
- USR at inflection point: Unparalleled opportunity for growth

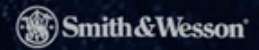


# Driving Total Company Growth





# Why Invest in Smith & Wesson



- **Solidly executing a successful growth plan**
  - 28% Revenue CAGR (2005-2009)
  - Diversifying revenue sources: Consumer, Professional, International
- **Gaining share in handgun markets**
  - popular M&P series: Winning in law enforcement and internationally
- **Well positioned for large government contracts**
  - pistol and rifle opportunities expected in calendar 2010-2012
- **Winning in facility perimeter security: a key platform for substantial growth**
  - July 2009 acquisition: profitable, rapidly growing, solidly on track
- **Growing in the \$1.3B long gun market**
  - launching new products, annual long-gun sales approaching \$100M
- **Multiple growth & earnings drivers next 3-5 years**
  - Goal: Doubling revenue, tripling earnings





**Protected by  
Smith & Wesson®**

**NASDAQ Global Select: SWHC**