
**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 11, 2012
Date of Report (Date of earliest event reported)**

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 or analysts. 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 September 6, 2012, which was filed with the Securities and Exchange Commission on September 6, 2012.

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.*

<u>Exhibit Number</u>	<u>Exhibits</u>
99.1	Smith & Wesson presentation dated December 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: December 10, 2012

By: /s/ Jeffrey D. Buchanan

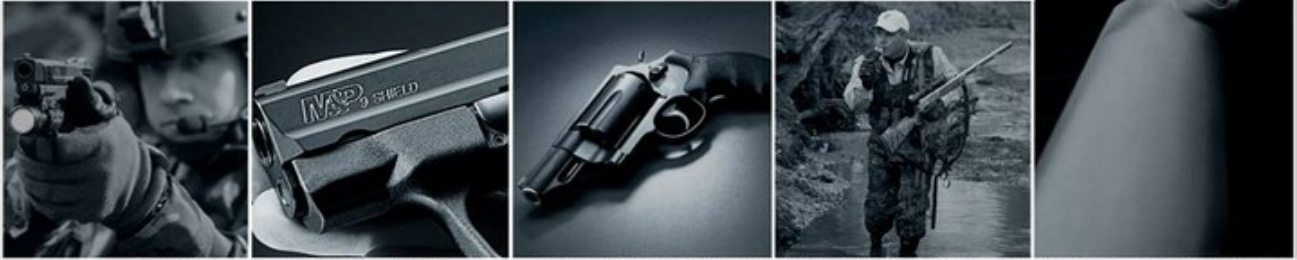
Jeffrey D. Buchanan
Executive Vice President, Chief Financial Officer,
and Treasurer

99.1 Smith & Wesson presentation dated December 2012.



Smith & Wesson Investor Presentation

December, 2012



M&P
by Smith & Wesson



Smith & Wesson



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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; potential repurchases of the Company's common stock; anticipated sales and GAAP EPS for the Company; the Company's expected backlog; the opportunity for growth of the Company; the Company's new products and product development; the demand for the Company's products and services; the Company's focus and objectives; and the Company's financial and operational goals and drivers for 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 effects of the 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.



Business Highlights

- U.S. Market Leader for Firearms: Handguns, Modern Sporting Rifles (MSR)
- 160 years of rich history
- Iconic brand with 92% aided awareness*
 - Smith & Wesson® Brand = Revolver
- Innovative product portfolio serving broad user groups
 - Revolvers, Polymer Pistols, Metal Pistols, Concealed Carry Pistols, Bolt Action Rifles, Black Powder Rifles, Modern Sporting Rifles
- Diverse sales sources:
 - Consumer: Sporting Goods
 - Professional: International, Law Enforcement, Government, Military
- Healthy balance sheet
- Solid, experienced management team
- Strong strategic direction

* Survey respondents who own a firearm and do not intend to purchase in the next 12 months and respondents who intend to purchase a firearm within 12 months, whether or not they are current owners.



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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

- Recent sale of non-core perimeter security business
- U.S. Consumer - leverage professional markets
- Family of brands:
 - Smith & Wesson®
 - M&P®
 - Thompson/Center Arms™
- 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
- Sell four pistols for every one revolver to match industry sales mix



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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 International 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

Robert Cicero

VP, General Counsel, Chief Compliance Officer and Secretary

Chemtura Corp.
Shearman & Sterling
Morgan Lewis & Bockius

Public Co Leadership
Corp Governance
Cross-border M&A
Global Compliance
Finance & Pensions Labor & Employment

Mike Brown

VP, U.S. Sales

Camfour, Inc.
KPMG

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



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Q2 Fiscal 2013 Highlights

(Oct. 31, 2012 – From Continuing Operations)

- Q2 Financial Results:
 - Record-level quarterly sales growth of \$136.6M, +48.0% Y/Y
 - Despite 2-week annual factory shutdown in August
 - Raised full year fiscal 2013 financial guidance
 - Gross profit margin 35.5%
 - Operating income 19.5%
 - Net income of \$16.4M, or \$0.24 per diluted share
 - Adjusted Non-GAAP EBITDAS of \$32.0M
- Consumer channel quarterly unit growth +48.0% vs. market growth +20.0% (Adjusted NICS)
- Backlog of \$332.7M versus \$149.9M one year ago
- Increased our manufacturing capacity & outsourcing capabilities
- M&P® Shield™ remained very popular with consumers – backlog grew
- Launched several Performance Center™ pistols – C.O.R.E., 1911s, Model 41
- Signed on as presenting sponsor of NRA Women's Network
- Established common stock repurchase program in December – up to \$20.0M



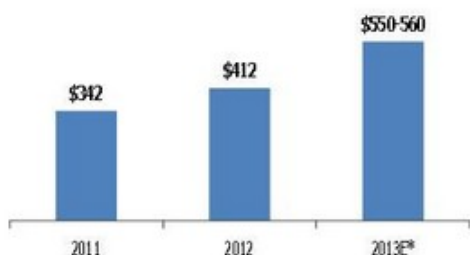
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First Six Months Highlights and Guidance

(Fiscal Year 2013 – From Continuing Operations)

Actual and Estimated Fiscal Year April 30 Sales (in Millions)



- First Half Fiscal 2013 Actual:
 - Sales \$272.6M (+48.1%)
 - Gross Profit Margin 36.6%
 - Operating Income 21.3%
 - Diluted EPS \$0.53
 - Cash at Oct. 31 \$61.3M
 - Adjusted EBITDAS \$68.2M
- Q3FY13 Guidance:
 - Sales \$126.0M - \$131.0M (Up Over 30%)
 - GAAP EPS \$0.19 - \$0.21
- Full Fiscal 2013 Guidance:
 - Sales \$550.0M - \$560.0M (Up Over 35%)
 - GAAP EPS \$1.00 - \$1.05

* FY2013 Estimate

Note: All financial information and guidance reflects information that we provided on December 6, 2012. We are not updating this information to the present date nor does its inclusion constitute a reiteration or modification of this information.

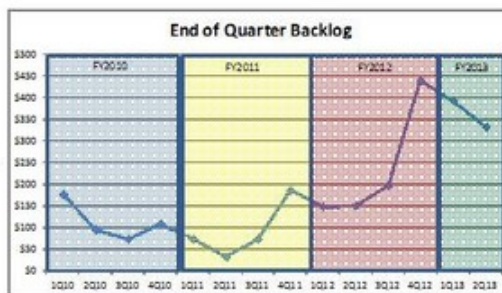
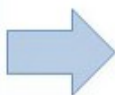


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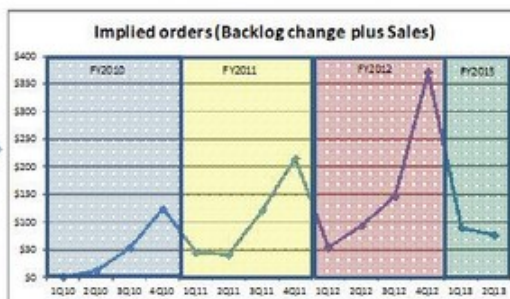
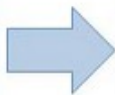


SWHC: Backlog and Orders (in Millions)

- Record Backlog Levels:
 - Q2 FY13 backlog is a record vs. any prior Q2
 - Two recent consecutive quarters of decline reflects normal seasonality



- Q4 FY12:
 - Strong net orders reflect customers competing for allocations amid SWHC capacity constraints
- Q2 FY13:
 - Net orders now reflect more timely deliveries due to SWHC expanded capacity, seasonality, and the high backlog, which represents 6+ months of revenue



Orders peak seasonally in Q4

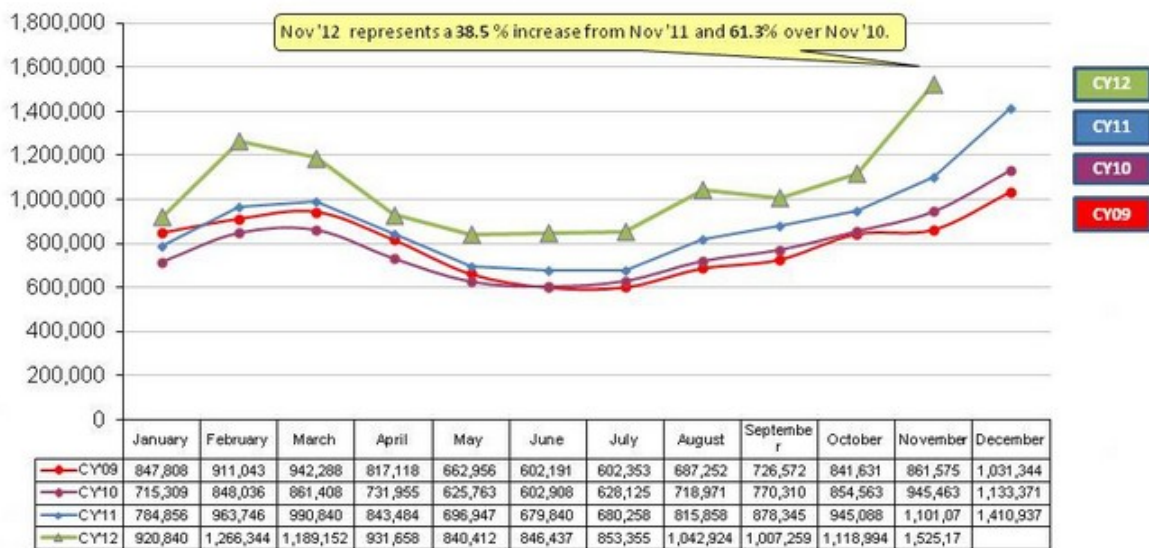


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Industry: Adjusted NICS

“Background checks” indicate continuing strong year-over-year firearms sales



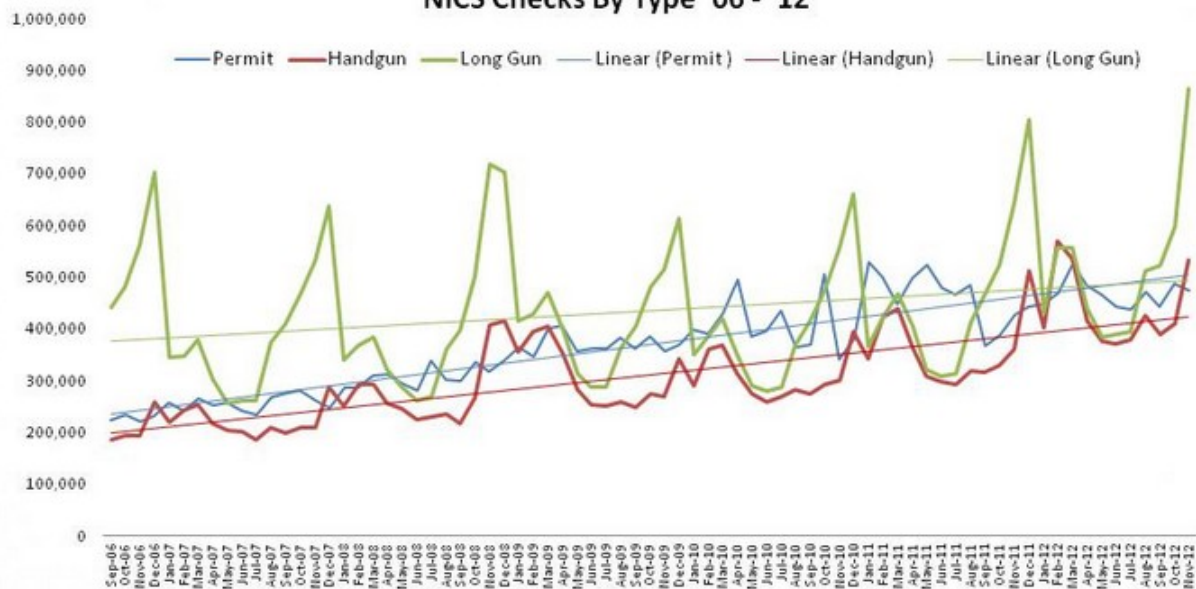
National Shooting Sports Foundation (NSSF) adjusts FBI NICS data to eliminate background checks associated with permit applications and checks on active CCW permit databases. NSSF adjusted NICS data provides a more accurate picture of market conditions.

Source: NSSF - National Shooting Sports Foundation (Adjusted) NICS



Industry: Growth in Handguns, Long Guns, Permit Checks

NICS Checks By Type '06 - '12



Industry Highlights: Adjusted NICS Setting Records

(National Instant Criminal Background Check System)

National Shooting Sports Foundation, Published December 6, 2012 –

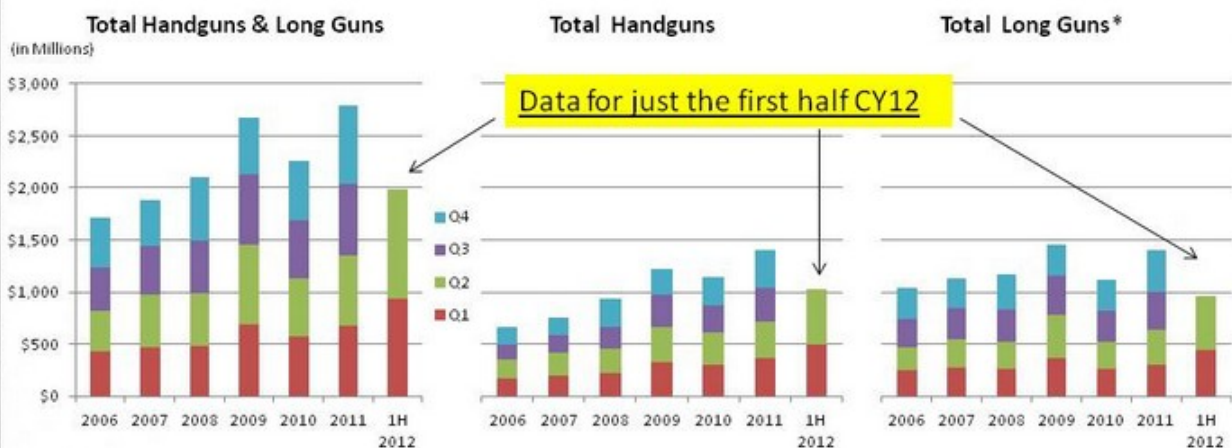
November 2012 results:

- Adjusted NICS checks numbered 1,525,177
- Adjusted NICS checks up 38.5% over November 2011
- Adjusted NICS checks up 61.3% over November 2010
- November 2012 set a record for the most background checks in a single month
- November 2012 is 30th straight month of year over year NICS checks increases
- Largest single day ever for background checks: Black Friday, 2012



Industry: Strong Sales Indications

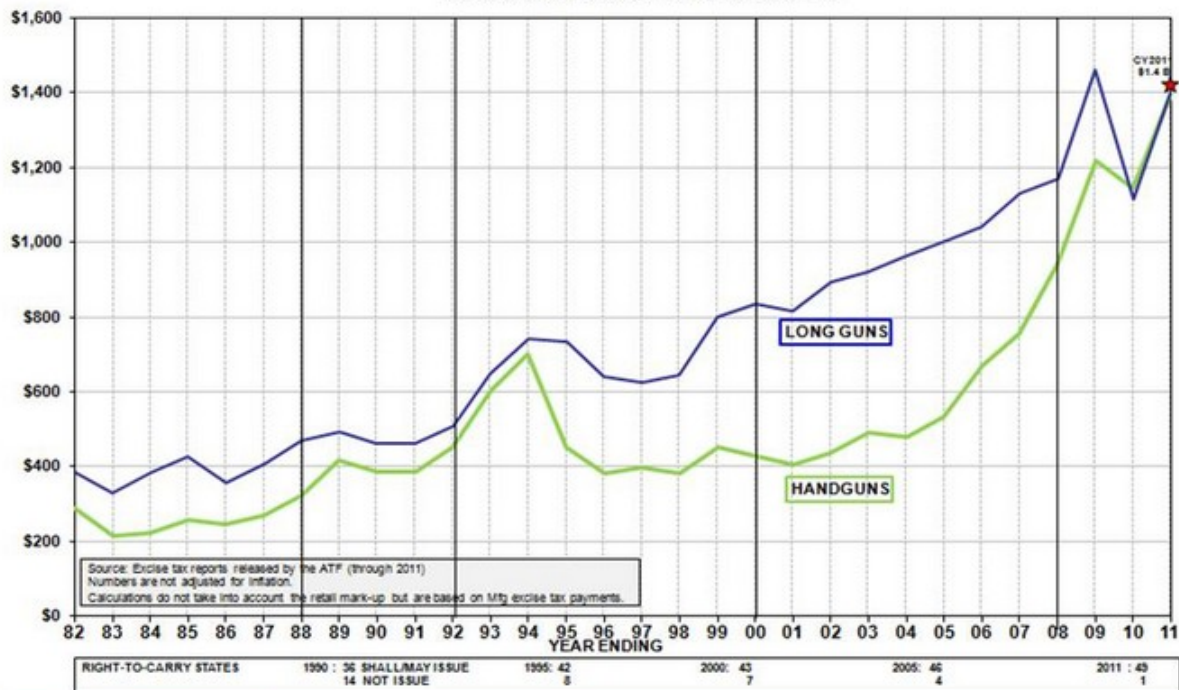
- Manufacturer projected sales based on excise tax collections
- First half 2012 shipment value of Handguns and Long guns up 47% over prior yr
- Latest reported Q2 2012 showed Handgun tax obligations up 52% over Q2 2011



Source: Federal Excise Tax collections on mfg sales value
*Long guns include all rifles, shotguns and muzzle loaders



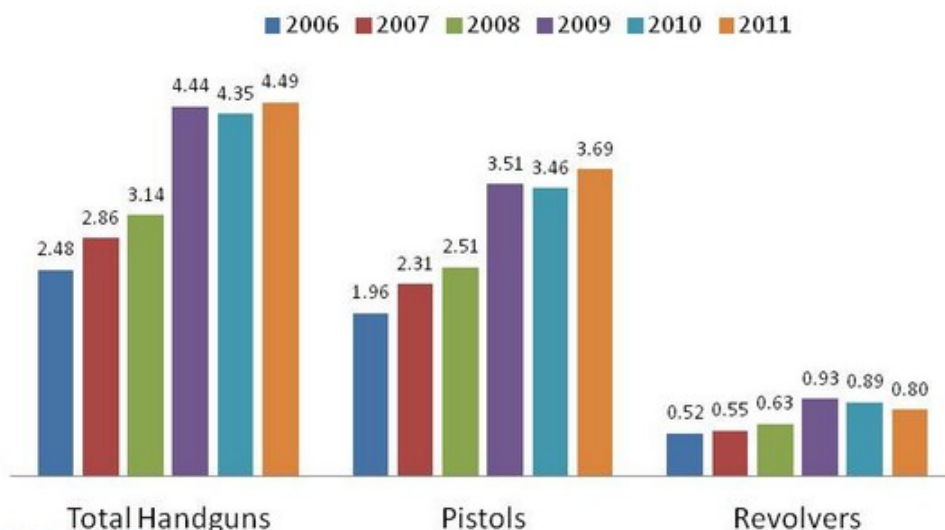
Handgun and Long Gun Projected Sales History 1982 – 2011 Manufacturer sales \$ (Millions) based on FET



Pistols Driving Growth in Handguns

Pistols now represent 82% of units both manufactured and imported

Estimated US Market Handgun Units by Year (in Millions)



Source: BATF, Includes US manufacturer and imports, excludes exports

Industry: Pistols vs. Revolvers

Pistols and revolvers have different attributes, but pistols are attracting 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



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SWHC: Firearms Growth Drivers

- **Consumer Market – U.S.**
 - Focus on Concealed Carry, Personal Protection, Recreation
 - Expand Market Share: M&P® Platform, Polymer Pistol Unit Growth
 - New Product Pipeline
 - Leverage Higher Performance Standards from Professional Markets
- **Professional Market**
 - Law Enforcement / Federal Government
 - Military – M9 pistol replacement opportunity
 - International – large orders, e.g. Belgium, VICPOL



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Major Focus: M&P™ Pistol Growth

Current Situation:

- Pistol category is 82% of handguns
- Compact/slim and full-size polymer pistols are increasing in popularity
- M&P® products sought after by retail & consumer, e.g. M&P® Shield™

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



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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 <small>(patent pending)</small>	✓ YES	✗ NO	✗ NO
	Country of Manufacture		 Austria	 Croatia



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Demonstrated Track Record of Significant New Products



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New Models for the M&P™ Platform

- New products: M&P® Shield, M&P® C.O.R.E.
- Polymer pistol category
 - Concealed Carry, Personal Protection and Recreation
 - Consumer and Professional
- Additional calibers and models for the M&P® Modern Sporting Rifle platform:
 - Hunting
- Will only announce new product introductions when timing is right
 - M&P® Shield launched at NRA in April
 - Initial quantities pre-stocked at dealers rapidly sold out
 - Highly coordinated new product launch
 - Accessory partners, marketing communications & social media plans in place



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The M&P® Shield™

SLIM

Less than 1" thin

CONCEALABLE

6" overall length

POWERFUL

9mm or .40 S&W

"Guns hit store shelves at the end of the month in April or early May. The pistol itself is a lot to talk about – the most rugged of all "pocket rocket" pistols with M&P reliability and quality, but Smith also innovated in its supply chain to coordinate launch, distribution and aftermarket parts and accessories. No firearm company has been able to coordinate all of these in the United States up to this time. It sets a new standard in the firearm industry that stands as a significant competitive advantage for Smith & Wesson."

Ammo Land - May 29, 2012



THE NEW **M&P** SHIELD™

SHIELD YOURSELF

SLIM, CONCEALABLE POWER IN 9MM & .40 S&W

Everything superior about M&P™ now comes in a lightweight carry size. Choose 9mm or .40 S&W for protection slim enough to conceal yet big enough to shoot comfortably. End to end, the stainless M&P SHIELD™ features true M&P advantages from ergonomic design to simple operation, durability and a lifetime service policy. Anytime, anytime – M&P SHIELD keeps you ready.

Reliable. Durable. Accurate.

SMITH & WESSON.COM/MPSHIELD

Smith & Wesson

MADE IN THE USA



The NEW M&P® Pro-Series C.O.R.E.™

New M&P® Pro Series C.O.R.E. Pistols expand the popular M&P® line of pistols and are available in Competition Optics Ready Equipment Models:

- Quick, custom, competition-based optics
- Crisp 4.5 pound trigger pull and faster reset in between shots
- Textured interchangeable back straps to enhance and customize grip
- Accepts sights from six of the industry's top red-dot sight manufacturers
- Available in 9mm and .40 S&W
- Available in 4.25-inch or 5-inch barrel configuration

Performance Center
by Smith & Wesson

PRO SERIES
M&P9 C.O.R.E.



Our Strategic Direction: Focus on Firearms

- ✓ Grow sales and increase profitability
- ✓ Expand manufacturing capacity intelligently
 - Focus on M&P® Pistol platform
- ✓ Optimize 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 Stockholder Value



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Financial Model: Three Year Goals

- ✓ Gross Margins of 38% - 40% -- Drivers will include:
 - Focus on M&P® platform
 - Exit from Walther business
 - Introduction of significant new products
 - Leverage supplier capability and invest in vertical integration
 - Further simplify and refine go-to-market strategy
- ✓ Operating Margins of 20% - 22% -- Drivers will include:
 - Continued focus on consumer pull market strategy
 - Increased marketing and advertising designed to drive share gain
 - Continued focus on efficiency and cost savings activities



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Smith & Wesson Investor Presentation Questions / Answers / Addendum Slides

December, 2012

M&P
by Smith & Wesson



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Industry: NSSF-Adjusted NICS Setting Records (National Instant Criminal Background Check System)

National Shooting Sports Foundation, Published December 3, 2012 –

"NOVEMBER NSSF-ADJUSTED NICS CHECKS UP 38.5% . . . Powered by the largest single day ever for background checks on Black Friday, November 2012 is now the record holder for the most background checks conducted in a single month. The November 2012 NSSF-adjusted National Instant Criminal Background Check System (NICS) figure of 1,525,177 is an increase of 38.5 percent over the NSSF-adjusted NICS figure of 1,101,076 in November 2011. For comparison, the unadjusted November 2012 NICS figure of 1,997,703 reflects a 30.8 percent increase from the unadjusted NICS figure of 1,527,454 in Nov. 2011. This marks the 30th straight month that NSSF-adjusted NICS figures have increased when compared to the same period the previous year. The number reported for November 2012 eclipsed the previous high in December 2011 by 8.1 percent."

The adjusted NICS data were derived by subtracting out NICS purpose code permit checks used by several states such as Kentucky, Iowa and Michigan for CCW permit application checks as well as checks on active CCW permit databases. Though not a direct correlation to firearms sales, the NSSF-adjusted NICS data provide a more accurate picture of current market conditions. In addition to other purposes, NICS is used to check transactions of firearms sales and transfers on new and used handguns and long guns. – NSSF (www.nssf.org)



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Smith & Wesson Investor Presentation

December, 2012



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