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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

**July 10, 2014**  
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 July 10, 2014, we entered into purchase agreements to sell to qualified institutional buyers an aggregate of \$75.0 million of our new 5.000% Senior Notes due 2018 (the "Notes"). The Notes will be issued without registration in reliance on applicable exemptions from the registration requirements 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 July 15, 2014, subject to customary closing conditions.

**Item 7.01 Regulation FD Disclosure.**

On July 10, 2014, we issued a press release announcing the pricing of the Notes described under Item 1.01 of this Current Report on Form 8-K. 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.*

Exhibit  
Number

Exhibits

99.1 Press release from Smith & Wesson Holding Corporation, dated July 10, 2014, entitled "Smith & Wesson Holding Corporation Announces Pricing of Private Placement of Senior Notes"

**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: July 11, 2014

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 July 10, 2014, entitled “Smith & Wesson Holding Corporation Announces Pricing of Private Placement of Senior Notes”



**Contact:** Liz Sharp, VP Investor Relations  
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**Smith & Wesson Holding Corporation Announces  
Pricing of Private Placement of Senior Notes**

**SPRINGFIELD, Mass., July 10, 2014** — **Smith & Wesson Holding Corporation (NASDAQ Global Select: SWHC)**, a leader in firearm manufacturing and design, today announced that it has priced \$75 million aggregate principal amount of 5.000% Senior Notes due 2018 (the “Notes”) in a private placement to qualified institutional buyers. The sale of the Notes is expected to close on or about July 15, 2014, subject to customary closing conditions.

The Notes were priced to investors at 100.000% of their principal amount. The net proceeds from the initial issuance of the Notes are expected to be used for general corporate purposes, which could include vertical integration opportunities, capital investments, acquisitions, and repurchases of the company’s common stock.

The Notes have not been registered under the Securities Act of 1933, as amended (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 state securities laws.

This announcement is being issued pursuant to Rule 135c under the Securities Act and 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.