

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Amendment No. 3 to SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

### SMITH & WESSON HOLDING CORPORATION

(Name of Subject Company (Issuer))

### SMITH & WESSON HOLDING CORPORATION

(Name of Filing Persons (Issuer and Offeror))

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

831756 10 1

(CUSIP Number of Class of Securities)

Robert J. Cicero

Vice President, General Counsel, Chief Compliance Officer, and Secretary

Smith & Wesson Holding Corporation

2100 Roosevelt Avenue

Springfield, Massachusetts 01104

(800) 331-0852

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

Robert S. Kant, Esq.

Greenberg Traurig, LLP

2375 E. Camelback Road, Suite 700

Phoenix, Arizona 85016

Tel: (602) 445-8000

Fax: (602) 445-8100

#### CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$74,999,991	\$10,230

\* Estimated for purposes of calculating the amount of the filing fee only. This amount assumes the purchase of 6,818,181 shares of common stock, par value \$0.001 per share, at the tender offer price of \$11.00 per share.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,230

Filing Party: Smith & Wesson Holding Corporation

Form or Registration No.: Schedule TO-I

Date Filed: June 17, 2013

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 3 (this "Amendment No. 3") amends and supplements the Tender Offer Statement on Schedule TO originally filed on June 17, 2013 by Smith & Wesson Holding Corporation, a Nevada corporation ("S&W"), and amended by Amendment No. 1 filed on June 26, 2013 and Amendment No. 2 filed on July 10, 2013 (as amended, the "Schedule TO"). The Schedule TO relates to the offer by S&W to purchase up to 6,818,181 shares of its common stock, \$0.001 par value per share, together with the associated rights to purchase Series A Junior Participating Preferred Stock of S&W, par value \$0.001 per share, issued pursuant to the Rights Agreement, dated August 25, 2005, between S&W and Interwest Transfer Company, Inc., as Rights Agent, at a price of \$11.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated June 17, 2013, as amended and supplemented by the supplement to the Offer to Purchase, dated July 10, 2013, and in the related Amended Letter of Transmittal, dated July 10, 2013, which, as amended or supplemented from time to time, together constitute the "Offer."

All information in the Offer, including all exhibits thereto, which was previously filed with the Schedule TO is expressly incorporated herein by reference in response to all of the items of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Items 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

On July 24, 2013, S&W issued a press release announcing the preliminary results of the Offer, which expired at 12:00 midnight, New York City time, on the evening of July 23, 2013. A copy of the press release is filed as Exhibit (a)(5)(C) to the Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits.**

<u>Exhibit No.</u>	<u>Exhibit Name</u>
(a)(1)(i)**	Offer to Purchase, dated June 17, 2013
(a)(1)(ii)**	Letter of Transmittal
(a)(1)(iii)**	Notice of Guaranteed Delivery
(a)(1)(iv)**	Letter to Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees, dated June 17, 2013
(a)(1)(v)**	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees, dated June 17, 2013
(a)(1)(vi)**	Summary Advertisement
(a)(1)(vii)***	Supplement to the Offer to Purchase, dated July 10, 2013
(a)(1)(viii)***	Amended Letter of Transmittal
(a)(1)(ix)***	Amended Notice of Guaranteed Delivery
(a)(1)(x)***	Amended Letter to Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees, dated July 10, 2013
(a)(1)(xi)***	Amended Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees, dated July 10, 2013
(a)(2)-(a)(4)	Not applicable.
(a)(5)(A)	Press Release dated June 13, 2013 (1)
(a)(5)(B)***	Press Release dated July 10, 2013
(a)(5)(C)*	Press Release dated July 24, 2013

<u>Exhibit No.</u>	<u>Exhibit Name</u>
(b)	Not applicable.
(d)(i)	Form of Indemnity Agreement entered into with the following directors and executive officers: As of June 29, 2009 with Barry M. Monheit, Michael F. Golden, Robert L. Scott, John B. Furman, Mitch A. Saltz, I. Marie Wadecki, and Jeffrey D. Buchanan; as of November 2009 with P. James Debney; as of July 2011 with Robert H. Brust; as of December 14, 2011 with Mario Pasantes and Mark P. Smith; and as of April 24, 2012 with Michael J. Brown and Robert J. Cicero (2)
(d)(ii)	Amended and Restated Employment Agreement, executed December 8, 2011 as of September 26, 2011, between P. James Debney and Smith & Wesson Holding Corporation (3)
(d)(iii)	Severance and Change in Control Agreement, effective as of January 3, 2011, by and between Smith & Wesson Holding Corporation and Jeffrey D. Buchanan (4)
(d)(iv)	Letter of Amendment, dated September 9, 2011, between Jeffrey D. Buchanan and Smith & Wesson Holding Corporation (3)
(d)(v)	Separation Agreement and Release, dated September 26, 2011, between Michael F. Golden and Smith & Wesson Holding Corporation (5)
(d)(vi)	2001 Stock Option Plan (6)
(d)(vii)	Form of Option to 2001 Stock Option Plan (7)
(d)(viii)	Amended and Restated 2004 Incentive Stock Plan (5)
(d)(ix)	Form of Restricted Stock Unit Award Agreement to the 2004 Incentive Stock Plan (8)
(d)(x)	Form of Non-Qualified Stock Option Award Grant Notice and Agreement to the 2004 Incentive Stock Plan (3)
(d)(xi)	Form of Restricted Stock Unit Award Grant Notice and Agreement to the 2004 Incentive Stock Plan (3)
(d)(xii)	Form of Performance-Based Restricted Stock Unit Award Grant Notice and Agreement to the 2004 Incentive Stock Plan (9)
(d)(xiii)	Form of Time-Based Restricted Stock Unit Award Grant Notice and Agreement to the 2004 Incentive Stock Plan (9)
(d)(xiv)	Non-Qualified Stock Option Agreement issued on December 6, 2004 between the Registrant and Michael F. Golden (6)
(d)(xv)	2011 Employee Stock Purchase Plan (5)
(d)(xvi)	Rights Agreement, dated as of August 25, 2005, by and between the Registrant and Interwest Transfer Company, Inc., as Rights Agent (10)
(d)(xvii)	Indenture, dated as of June 17, 2013, among Smith & Wesson Holding Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee (11)
(d)(xviii)	Form of Exchange and Purchase Agreement by and among Smith & Wesson Holding Corporation and the investors party thereto (11)
(d)(xix)	First Supplemental Indenture, dated as of June 26, 2013, among Smith & Wesson Holding Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee (12)
(d)(xx)***	Smith & Wesson Holding Corporation Executive Severance Pay Plan
(g)	Not applicable.
(h)	Not applicable.

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- \* Filed herewith.
  - \*\* Previously filed with the Schedule TO on June 17, 2013.
  - \*\*\* Previously filed with Amendment No. 2 to the Schedule TO on July 10, 2013.
- (1) Incorporated by reference to the Registrant's Schedule TO-C filed with the SEC on June 13, 2013.
  - (2) Incorporated by reference to the Registrant's Form 10-K filed with the SEC on June 30, 2009.
  - (3) Incorporated by reference to the Registrant's Form 10-Q filed with the SEC on December 8, 2011.
  - (4) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on December 21, 2010.
  - (5) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on September 28, 2011.
  - (6) Incorporated by reference to the Registrant's Form S-8 (No. 333-128804) filed with the SEC on October 4, 2005.
  - (7) Incorporated by reference to the Registrant's Proxy Statement on Schedule 14A filed with the SEC on December 28, 2001.
  - (8) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on May 19, 2006.
  - (9) Incorporated by reference to the Registrant's Form 10-K filed with the SEC on June 28, 2012.
  - (10) Incorporated by reference to the Registrant's Form 8-A filed with the SEC on August 25, 2005.
  - (11) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on June 17, 2013.
  - (12) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on June 26, 2013.



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- (11) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on June 17, 2013.
- (12) Incorporated by reference to the Registrant's Form 8-K filed with the SEC on June 26, 2013.



### Smith & Wesson Holding Corporation Announces Results of Tender Offer

**SPRINGFIELD, Mass., July 24, 2013** — **Smith & Wesson Holding Corporation (NASDAQ Global Select Market: SWHC)**, a leader in firearm manufacturing and design, today announced the preliminary results of its fixed-price cash tender offer (the "Offer"), which expired at 12:00 midnight, New York City time, on the evening of July 23, 2013.

Based on the preliminary count by Interwest Transfer Company, Inc., the depository for the Offer (the "Depository"), the company expects to accept for payment an aggregate of 1,431,747 shares of its common stock at a purchase price of \$11.00 per share, at a total cost to the company of approximately \$15.7 million, excluding fees and expenses relating to the Offer.

Based on the preliminary count by the Depository, an aggregate of 1,431,747 shares were properly tendered and not withdrawn, including 366,723 shares that were tendered through notice of guaranteed delivery. These shares represent approximately 2.2 percent of shares issued and outstanding.

The number of shares to be purchased is preliminary. The determination of the final number of shares to be purchased is subject to confirmation by the Depository of the proper delivery of the shares validly tendered. The actual number of shares validly tendered will be announced following the completion of the confirmation process. Payment of shares will be made in cash, without interest. Payment for the shares accepted for purchase under the Offer will be made promptly.

On June 13, 2013, the company announced that its Board of Directors had approved the repurchase of up to \$100.0 million of the company's outstanding common stock, including the repurchase for cash of up to \$75.0 million of common stock by way of a fixed-price issuer tender offer, with the remaining authorized balance to be repurchased in the open market or privately negotiated transactions. Following the expiration of the Offer, the company remains authorized to repurchase up to approximately \$84.3 million of common stock in the open market or privately negotiated transactions. This authorization is subject to modification or termination by the company's Board of Directors at any time. Pursuant to Rule 13e-4(f) under the Securities Exchange Act of 1934, as amended, any such additional repurchases by the company of shares of its common stock shall not occur prior to the expiration of at least ten business days after the expiration date of the Offer.

The Offer was made pursuant to an Offer to Purchase, dated June 17, 2013, as amended and supplemented by the Supplement to the Offer to Purchase, dated July 10, 2013, and the related Amended Letter of Transmittal, dated July 10, 2013, in which the company offered to purchase up to 6,818,181 shares at a price of \$11.00 per share.



**About Smith & Wesson**

Smith & Wesson Holding Corporation (NASDAQ Global Select Market: SWHC) is a U.S.-based leader in firearm manufacturing and design, delivering a broad portfolio of quality firearms, related products, and training to the global military, law enforcement, and consumer markets. The company's brands include Smith & Wesson®, M&P® and Thompson/Center Arms™. Smith & Wesson facilities are located in Massachusetts and Maine. For more information on Smith & Wesson, log on to [www.smith-wesson.com](http://www.smith-wesson.com).

**Safe Harbor Statement**

This press release contains forward-looking statements. Forward-looking statements are identifiable by words or phrases such as “anticipates,” “intends,” “expects,” “believes” and “will,” and similar words and phrases. Certain statements contained in this press release may be deemed to be forward-looking statements under federal securities laws, and we intend that such forward-looking statements be subject to the safe-harbor created thereby. Such forward-looking statements include statements regarding the company's expectation of the number of shares to be purchased and statements regarding the company's repurchase program. We caution that these statements are qualified by important factors that could cause actual results to differ materially from those reflected by such forward-looking statements. Additional information about the risk factors to which we are exposed and other factors that may adversely affect these forward-looking statements is contained in our reports and filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended April 30, 2013. Investors should not place undue reliance on forward-looking statements as predictions of future results. The company undertakes no obligation to update or revise any forward-looking statements to reflect developments or information obtained after the date of this press release except as otherwise required by law.

Contact: Liz Sharp, VP Investor Relations  
Smith & Wesson Holding Corp.  
(413) 747-3304  
[lsharp@smith-wesson.com](mailto:lsharp@smith-wesson.com)