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July 15, 2014

VIA ELECTRONIC MAIL (shareholderproposals@sec.gov)

Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F Street, NE
Washington, D.C. 20549

RE: Smith & Wesson Holding Corporation
Securities Exchange Act of 1934 – Rule 14a-8
Exclusion of Shareholder Proposal submitted by Amalgamated Bank's LongView Broad Market 3000 Index Fund

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended, we are writing on behalf of Smith & Wesson Holding Corporation, a Nevada Corporation (the "Company"), to request that the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") concur with the Company's view that, for the reasons stated below, the shareholder proposal and supporting statement (the "Proposal") of Amalgamated Bank's LongView Broad Market 3000 Index Fund (the "Proponent") may be properly omitted from the proxy materials (the "Proxy Materials") to be distributed by the Company in connection with its 2014 Annual Meeting of Stockholders (the "2014 Annual Meeting"), and, therefore, that the Staff further confirm that it will not recommend enforcement action against the Company in respect of the Company's decision not to include the Proposal in the Proxy Materials.

In accordance with Section C of Staff Legal Bulletin 14D (Nov. 7, 2008) ("SLB No. 14D"), we are e-mailing to the Staff this letter, which includes the Proposal as submitted to the Company on July 1, 2014, along with related correspondence with the Proponent, attached hereto as Exhibit A. A copy of this submission is being set simultaneously to the Proponent. The Company will promptly forward to the Proponent any response from the Staff to this no-action request that the Staff transmits by e-mail or fax only to the Company. We note that Rule 14a-8(k) and Section E of SLB No. 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponent elects to submit to the Commission or the Staff. Accordingly, we expect that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence will concurrently be furnished to the undersigned on behalf of the Company.

Summary of the Proposal

The resolution contained in the Proponent's Proposal reads as follows:

Resolved: The shareholders of Smith & Wesson Holding Corporation (the "Company") hereby request the Company to prepare and periodically update a report, to be presented to the pertinent board of directors committee and posted on the Company's website, that discloses monetary and non-monetary expenditures that the Company cannot deduct as an "ordinary and necessary" business expense under section 162(e) of the Internal Revenue Code (the "Code") because they are incurred in connection with-

- influencing legislation;
- participating or intervening in any political campaign on behalf of (or in opposition to) any candidate for public office; and
- attempting to influence the general public, or segments thereof, with respect to elections, legislative matters, or referenda.

The requested disclosure would include (but not be limited to)-

- contributions to or expenditures in support of or opposition to political candidates, political parties, political committees;
- dues, contributions or other payments made to tax-exempt "social welfare" organizations and "political committees" operating under sections 501(c)(4) and 527 of the Code, respectively, and to tax-exempt entities that write model legislation and operate under section 501(c)(3) of the Code; and
- the portion of dues or other payments made to a tax-exempt entity such as a trade association that are used for an expenditure or contribution and that would not be deductible under section 162(e) of the Code if made directly by the Company.

The report shall identify all recipients and the amount paid to each recipient from Company funds.

Basis for Exclusion

The Company believes that the Proposal may be properly excluded from the Proxy Materials pursuant to Rule 14a-8(e)(2) because it was received after the deadline for submitting proposals. Such untimely submission cannot be remedied and is an incurable procedural defect under Rule 14a-8.

Pursuant to Rule 14a-8(e)(2), a proposal submitted with respect to a company's regularly scheduled annual meeting must be received by the company "not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the

previous year's annual meeting." However, a different deadline applies if "the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting."

On July 1, 2014, the Company received a letter from Hitchcock Law Firm PLLC ("Hitchcock"), dated June 27, 2014, that included the Proponent's Proposal. A copy of the letter, as well as related correspondence, is attached hereto as Exhibit A.

The proxy statement for the Company's 2013 Annual Meeting of Stockholders that was held on September 23, 2013 (the "2013 Annual Meeting"), was first mailed to stockholders on or about August 12, 2013. The 2014 Annual Meeting is scheduled for a date that is within 30 days of the date on which the 2013 Annual Meeting was held. Because the Company held an annual meeting for its stockholders in 2013 and because the 2014 Annual Meeting is scheduled for a date that is within 30 days of the date of the 2013 Annual Meeting, under Rule 14a-8(e)(2) all shareholder proposals were required to be received by the Company not less than 120 calendar days before the date the Company's proxy statement in connection with the 2013 Annual Meeting was released to stockholders. Pursuant to Rule 14a-5(e), this deadline was disclosed in the Company's 2013 proxy statement under the caption "Deadline for Receipt of Stockholder Proposals," which states that stockholder proposals that are intended to be presented by stockholders at the 2014 Annual Meeting must be received by the Company "no later than April 14, 2014."

As indicated above, Hitchcock, on behalf of the Proponent, mailed the Proposal to the Company on June 27, 2014, which the Company did not receive until July 1, 2014, well after the April 14, 2014 deadline established under the terms of Rule 14a-8(e)(2). Therefore, the Proposal was not received by the Company until a date that was 78 calendar days after the deadline for submission of Rule 14a-8 proposals for inclusion in the Proxy Materials.

Rule 14a-8(f) and SLB No. 14 clearly state that a proponent is not entitled to notice of a defect if the defect cannot be remedied, such as if a proposal is submitted after the deadline. SLB No. 14D states:

> **c. Are there any circumstances under which a company does not have to provide the shareholder with a notice of defect(s)? For example, what should the company do if the shareholder indicates that he or she does not own at least $2,000 in market value, or 1%, of the company's securities?**
>
> The company does not need to provide the shareholder with a notice of defect(s) if the defect(s) cannot be remedied. In the example provided in the question, because the shareholder cannot remedy this defect after the fact, no notice of the defect would be required. The same would apply, for example, if ... the shareholder failed to submit a proposal by the company's properly determined deadline[.]

Accordingly, since the Proposal was not submitted in a timely fashion, the Company was not required to notify the Proponent of such deficiency since it cannot be remedied.

The Staff has made it clear that it will strictly enforce the deadline for submission of proposals without inquiring as to the reasons for failure to meet the deadline, even in cases where the proposal is received only a few days late. *See*, e.g., *Verizon Communications, Inc.* (Jan. 7, 2011) (permitting exclusion of a proposal received one day after the submission deadline); *U.S. Bancorp* (Jan. 4, 2011) (permitting exclusion of a proposal received seven days after the submission deadline); *Johnson & Johnson* (Jan. 13, 2010) (same); and *Pro-Pharmaceuticals, Inc.* (Mar. 18, 2009) (permitting exclusion of proposal received two days after the submission deadline).

We respectfully request the Staff's concurrence with the Company's view that the Proposal may be excluded from the Proxy Materials because the Proposal was not submitted to the Company by the deadline calculated pursuant to Rule 14a-8(e)(2).

Request for Waiver of the 80-Day Rule

The Company intends to file its Proxy Materials in early- to mid-August, 2014. Since the Proposal was not received by the Company until July 1, 2014, the Company requests that the Staff waive the requirement, under Rule 14a-8(j)(1), that the Company file its reasons for excluding the Proposal at least 80 days before the Company files its definitive Proxy Materials.

Under Rule 14a-8(j)(1), the Staff can waive the 80-day requirement "if the company demonstrates good cause for missing the deadline." In Section D of Staff Legal Bulletin No. 14B (CF) (September 15, 2004) ("SLB No. 14B"), the Staff indicated that "[t]he most common basis for the company's showing of good cause is that the proposal was not submitted timely and the company did not receive the proposal until after the 80-day deadline had passed." The description in SLB No. 14B is the exact situation in which the Company finds itself. The Proposal was mailed to the Company on June 27, 2014 and was not received by the Company until July 1, 2014, a date that is less than 80 days before the date that the Company intends to file the Proxy Materials in definitive form and therefore it was not possible for the Company to file its request for exclusion more than 80 days prior to the mailing of its definitive Proxy Materials. Accordingly, the Company has good cause for its failure to meet the 80-day requirement and requests that the Staff waive the 80-day requirement with respect to this request.

Conclusion

For the foregoing reasons, the Company respectfully requests the concurrence of the Staff that the Proposal may be excluded from the Proxy Materials.

If we can be of any further assistance, or if the Staff should have any questions, please do not hesitate to contact me at the telephone number or e-mail address appearing on the first page of this letter.

Sincerely,

Katherine A. Swenson

Enclosures

cc Robert J. Cicero
Smith & Wesson Holding Corporation

Cornish F. Hitchcock
Hitchcock Law Firm PLLC

Exhibit A

Shareholder Proposal

(Attached)

HITCHCOCK LAW FIRM PLLC
5614 CONNECTICUT AVENUE, N.W. • NO. 304
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(202) 489-4813 • FAX: (202) 315-3552

CORNISH F. HITCHCOCK
E-MAIL: CONH@HITCHLAW.COM

27 June 2014

Mr. Robert J. Cicero, Secretary
Smith & Wesson Holding Corporation
Springfield, Massachusetts 01104

Via UPS

Dear Mr. Cicero:

On behalf of the Amalgamated Bank's LongView Broad Market 3000 Index Fund (the "Fund"), I submit the enclosed shareholder proposal for inclusion in the proxy materials that Smith & Wesson Holding Corp. plans to circulate to shareholders in anticipation of the 2014 annual meeting. The proposal is being submitted under SEC Rule 14a-8, and it relates to the Company's policy on political contributions. It is being submitted for consideration at the annual meeting, which is the proper occasion for shareholders to consider and vote upon such policy questions, and the Fund has no "material interest" in the issue being raised, as that phrase is used in your bylaws.

The Fund is an index fund located at 275 Seventh Avenue, New York, N.Y. 10001. The Fund beneficially owns more than $2000 worth of Smith & Wesson common stock and has held those shares for over a year. A letter from the Bank as record owner confirming ownership is being submitted under separate cover. The Fund plans to continue ownership through the date of the 2014 annual meeting, which a representative is prepared to attend.

The Fund would be pleased to engage in a dialogue with the Company over the issues presented by this resolution. I note that in April 2013 we sent the attached letter to Mr. Barry M. Monheit requesting a dialogue on this topic, but we never received a reply. We remain interested in having such a conversation. Please let me know if you would like to set up such a discussion.

If you require any additional information, please let me know.

Very truly yours,

Cornish F. Hitchcock

AMALGAMATED BANK

27 June 2014

Mr. Robert J. Cicero
Secretary
2100 Roosevelt Avenue
Smith & Wesson Holding Corporation
Springfield, MA 01104

Via courier

Re: Shareholder proposal for 2014 annual meeting

Dear Mr. Cicero:

This letter will supplement the shareholder proposal submitted to you by Cornish F. Hitchcock, attorney for the Amalgamated Bank's LongView Broad Market 3000 Index Fund (the "Fund"), who is authorized to represent the Bank and the Fund in all respects in connection with that resolution.

At the time Mr. Hitchcock submitted the Fund's resolution, the Fund beneficially owned 645 shares of Smith & Wesson Holding Corporation common stock. These shares are held of record by Amalgamated Bank through its agent, CEDE & Co., a unit of the Depository Trust Company. The Fund has continuously held at least $2000 worth of the Company's common stock for more than one year prior to submission of the resolution and plans to continue ownership through the date of your 2014 annual meeting.

If you require any additional information, please let me know.

Sincerely,

Scott Zdrazil
First VP – Corporate Governance

AMALGAMATED BANK

8 April 2013

Mr. Barry M. Monheit
Chairman of the Board
Smith & Wesson Holding Corporation
2100 Roosevelt Avenue
Springfield, Massachusetts 01104

Dear Mr. Monheit:

Amalgamated Bank's LongView Funds manage approximately $12 billion in assets for various long-term investors, largely comprised of employee benefit funds with long-term investment horizons. We currently hold 54,636 shares in Smith & Wesson Holding Corporation. As our fund's name implies, we take a long-term view on shareholder value. We do so in part by advocating governance practices that we believe will promote stable and sustainable investment returns for many years to come at our portfolio companies.

In recent years, we have actively engaged portfolio companies within key sectors to encourage Board oversight and transparency of companies' political spending practices. We believe that companies' political involvement may be beneficial to shareholders in that participation in policymaking may help define laws and regulations that enable value growth. However, as long-term investors, we are also aware that participation in the political process brings a host of risks, including running afoul of political giving rules and regulations, enabling executives and officers to make contributions according to personal rather than business interests, and artificially creating short-term market opportunities through political influence on contracting or otherwise at the risk of long-term business opportunities.

Accordingly, we – along with a wide number of institutional investors – have worked with companies to encourage that Boards develop a policy by which the Board regularly receives complete and thorough information about all political activity spending used with corporate assets (not solely a corporate PAC). Moreover, we ask that companies publicly disclose all such payments on a regular basis on their website. We believe that the combination of Board oversight and public disclosure helps to ensure that corporate assets spent in the political arena are used in shareholders' interests and to assist the Board in properly mitigating the regulatory, reputational, and legal risks involved in political participation.

We would like to request a dialogue with you about the company's use of corporate assets in political activities. We have reviewed the company's website and public disclosures and have not found any information about the company's political activities program, particularly the use of corporate treasury funds. We therefore would like to request that the company prepare and periodically update a report, to be presented to the pertinent board of directors committee and posted on the company's website,

AMALGAMATED BANK

that discloses monetary and non-monetary expenditures that the company could not deduct as an "ordinary and necessary" business expense under section 162(e) of the Internal Revenue Code (the "Code") because they are incurred in connection with influencing legislation, participating or intervening in any political campaign on behalf of (or in opposition to) any candidate for public office, and/or attempting to influence the general public, or segments thereof, with respect to elections, legislative matters, or referenda. The requested disclosure would include (but not be limited to) the following:

- contributions to or expenditures in support of or opposition to political candidates, political parties, political committees;
- dues, contributions or other payments made to tax-exempt "social welfare" organizations and "political committees" operating under sections 501(c)(4) and 527 of the Code, respectively, and to tax-exempt entities that write model legislation and operate under section 501(c)(3) of the Code; and
- the portion of dues or other payments made to a tax-exempt entity such as a trade association that are used for an expenditure or contribution and that would not be deductible under section 162(e) of the Code if made directly by the Company.

We suggest that the report identify all recipients and the amount paid to each recipient from company funds.

Such policies are spreading in the market and, in our view, are particularly important for investors in regulated industries such as the financial sector, pharmaceuticals, insurance, and among government contractors. A majority of the S&P 100 have adopted policies of Board oversight and regularly make some form of consolidated, public disclosure of political activities, according to the Center for Political Accountability (www.politicalaccountability.net).

To be clear, we do not have a formal position on any legislative proposals, but we believe that it is best practice for our elected board directors to regularly review political spending and for us as investors to be informed of spending activities.

Again, we welcome a further discussion with you and opportunity to answer any questions that you may have about the policies and practices we propose.

Please contact me at either (212) 895-4923 or scottzdrazil@amalgamatedbank.com to arrange a conference call at your convenience.

Thank you.

Sincerely,

Scott Zdrazil
First Vice President
Director of Corporate Governance

Resolved: The shareholders of Smith & Wesson Holding Corporation (the "Company") hereby request the Company to prepare and periodically update a report, to be presented to the pertinent board of directors committee and posted on the Company's website, that discloses monetary and non-monetary expenditures that the Company cannot deduct as an "ordinary and necessary" business expense under section 162(e) of the Internal Revenue Code (the "Code") because they are incurred in connection with–

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The requested disclosure would include (but not be limited to)--

- contributions to or expenditures in support of or opposition to political candidates, political parties, political committees;
- dues, contributions or other payments made to tax-exempt "social welfare" organizations and "political committees" operating under sections 501(c)(4) and 527 of the Code, respectively, and to tax-exempt entities that write model legislation and operate under section 501(c)(3) of the Code; and
- the portion of dues or other payments made to a tax-exempt entity such as a trade association that are used for an expenditure or contribution and that would not be deductible under section 162(e) of the Code if made directly by the Company.

The report shall identify all recipients and the amount paid to each recipient from Company funds.

Supporting Statement

As long-term shareholders, we support transparency and accountability as to corporate spending on political activities. Disclosure is consistent with public policy and in the best interest of the Company and its shareholders. The Supreme Court's 2010 *Citizens United* decision – which liberalized rules for corporate participation in election-related activities – affirmed the importance of disclosure as a way of "permit[ting] citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages."

In our view, transparency, as well as board oversight of the Company's political spending, are important for promoting the long-term interests of shareholders and the Company.

Despite the Supreme Court's emphasis on the importance of disclosure, current law allows companies anonymously to channel significant amounts of money into the political process through trade associations and non-profit groups that do not have to disclose contributors. A company may disclose its direct contributions to candidates and lobbying expenditures, but payments to third parties can dwarf the contributions that must be publicly reported.

Some companies are voluntarily disclosing this information, including Sturm Ruger, one of the Company's peers.

Given the vagaries of the political process, it is uncertain that corporate political spending will produce any return for shareholders, a fact that underscores the importance of disclosing how companies spend shareholder money in this area.

We urge you to vote **FOR** this critical governance reform.