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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**

Date of report (Date of earliest event reported): **October 23, 2017**

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**Camping World Holdings, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-37908**  
(Commission File Number)

**81-1737145**  
(IRS Employer Identification No.)

**250 Parkway Drive, Suite 270**  
**Lincolnshire, IL 60069**  
(Address of Principal Executive Offices)

**60069**  
(Zip Code)

**(847) 808-3000**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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:

- 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)).

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.02. Results of Operations and Financial Condition.**

On October 23, 2017, Camping World Holdings, Inc. (the “Company”) filed a Registration Statement on Form S-1 (the “Registration Statement”) with the Securities and Exchange Commission. In the Registration Statement, within the section “Prospectus Summary—Recent Developments—Preliminary Estimated Financial Results for the Nine Months Ended September 30, 2017,” the Company included certain preliminary financial information for the nine months ended September 30, 2017. A copy of the language included within the section is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information furnished under this Item 2.02 of this Current Report on Form 8-K, including the accompanying Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall such information be deemed to be incorporated by reference in any previous or subsequent filing by the Company under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, regardless of the general incorporation language of such filing, except as expressly set forth by specific reference in such a filing.

**Item 7.01. Regulation FD Disclosure.**

The disclosures contained in Item 2.02 above, including the accompanying Exhibit 99.1, are hereby incorporated by reference into this Item 7.01.

Additionally, in the Registration Statement, within the section “Prospectus Summary—Recent Developments—Gander Mountain Acquisition,” the Company included certain updated information with respect to its acquisition of Gander Mountain Company and its Overton’s, Inc. boating business. A copy of the language included within the section is attached to this Report as Exhibit 99.2 and is incorporated herein by reference.

The information furnished under this Item 7.01 of this Current Report on Form 8-K, including the accompanying Exhibit 99.1 and Exhibit 99.2, shall not be deemed to be “filed” for the purposes of Section 18 of Exchange Act, or otherwise subject to the liabilities of such section, nor shall such information be deemed to be incorporated by reference in any previous or subsequent filing by the Company under the Securities Act or the Exchange Act, regardless of the general incorporation language of such filing, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(a) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>“Prospectus Summary—Recent Developments—Preliminary Estimated Financial Results for the Nine Months Ended September 30, 2017” as excerpted from the Registration Statement on Form S-1 filed by the Company on October 23, 2017.</u></a>
99.2	<a href="#"><u>“Prospectus Summary—Recent Developments—Gander Mountain Acquisition” as excerpted from the Registration Statement on Form S-1 filed by the Company on October 23, 2017.</u></a>

**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.

CAMPING WORLD HOLDINGS, INC.

By: /s/ Thomas F. Wolfe

Name: Thomas F. Wolfe

Title: Chief Financial Officer and Secretary

Date: October 23, 2017

**Recent Developments*****Preliminary Estimated Financial Results for the Nine Months Ended September 30, 2017***

Set forth below are certain preliminary estimates of our results of operations based on information available as of the date of this prospectus for the nine months ended September 30, 2017. These preliminary estimates are not a comprehensive statement of our financial results for the nine months ended September 30, 2017 and have not been audited or reviewed by our independent registered public accounting firm. Our actual results may differ materially from these estimates due to the completion of our accounting closing procedures, final adjustments and other developments that may arise between now and the time the financial results for the nine months ended September 30, 2017 are finalized.

The following are preliminary estimates for the nine months ended September 30, 2017:

- Total revenue is expected to be between \$3,380.0 million and \$3,400.0 million, an increase of 18.7% at the midpoint of the range, as compared to \$2,856.7 million for the nine months ended September 30, 2016.
- Income from operations is expected to be between \$314.0 million and \$318.0 million, an increase of 27.9% at the midpoint of the range, as compared to \$247.1 million for the nine months ended September 30, 2016. Income from operations for the nine months ended September 30, 2017 includes transaction expense primarily attributable to the Gander Mountain acquisition, Gander Mountain pre-opening costs, and equity based compensation expense of approximately \$2.6 million, \$8.7 million, and \$2.8 million, respectively.
- Total long-term debt and cash and cash equivalents are expected to be approximately \$717.0 million and \$163.0 million, respectively, as of September 30, 2017. Total long-term debt is presented net of \$5.9 million of unamortized original issue discount and \$11.7 million of finance costs.

The preliminary estimated financial results included in this prospectus have been prepared by, and are the responsibility of our management. Neither our independent registered public accounting firm, Ernst & Young LLP, nor any other independent registered public accounting firm has audited, reviewed or compiled, examined or performed any procedures with respect to the estimated results, nor have they expressed any opinion or any other form of assurance on the preliminary estimated financial results. These preliminary estimates reflect management's estimates based solely upon information available as of the date of this prospectus and are not a comprehensive statement of our financial results for the nine months ended September 30, 2017. The information presented herein should not be considered a substitute for the financial statements for the nine months ended September 30, 2017 once they become available.

The estimates for the preliminary estimated financial results described above constitute forward-looking statements and are not guarantees of future performance or outcomes. We have provided a range for certain of the preliminary estimated financial results described above primarily because our financial closing procedures for the nine months ended September 30, 2017 are not yet complete and our financial results for the nine months ended September 30, 2017 will not be publicly available prior to the completion of this offering. As a result, there is a possibility that actual results will vary materially from these preliminary estimates. Accordingly, you should not place undue reliance upon these preliminary financial results. We do not expect to disclose publicly whether or not our expectations have changed or to update our expectations, other than through the release of actual results in the ordinary course of business. Please refer to "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in this prospectus and the section entitled "Risk Factors" in our 2016 10-K, which is incorporated by reference herein, for factors that could cause actual results to differ from those described above. These preliminary results should be read in conjunction with section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and related notes thereto, each included in our 2016 10-K and in our 2017 10-Qs, each of which is incorporated by reference herein.

***Gander Mountain Acquisition***

On May 26, 2017, CWI, Inc. (“CWI”), an indirect subsidiary of the Company, completed the acquisition of certain assets of the Gander Mountain Company (“Gander Mountain”) and its Overton’s, Inc. (“Overton’s”) boating business through a bankruptcy auction that took place in April 2017 for \$35.4 million in cash and \$1.0 million of contingent consideration. Prior to the acquisition, Gander Mountain operated 160 retail locations and an ecommerce business that serviced the hunting, camping, fishing, shooting sports, and outdoor markets, and Overton’s operated two retail locations and an ecommerce business that services the marine and watersports markets. We believe these businesses are complementary to our existing businesses and will allow for cross marketing of our consumer services and plans to a wider customer base.

The assets acquired include the right to designate any real estate leases for assignment to CWI or other third parties (the “Designation Rights”), other agreements CWI elects to assume, intellectual property rights, operating systems and platforms, certain distribution center equipment, the Gander Mountain and Overton’s ecommerce businesses and fixtures and equipment for Overton’s two retail locations and corporate operations. Furthermore, CWI committed to exercise Designation Rights and take an assignment of no fewer than 15 Gander Mountain retail leases on or before October 6, 2017, in addition to the two Overton’s retail leases assumed at the closing of the acquisition. The Designation Rights expired on October 6, 2017 after CWI elected to be designated 15 Gander Mountain retail leases. CWI also assumed certain liabilities, such as cure costs for leases and other agreements it elected to assume, accrued time off for employees retained by CWI and retention bonuses payable to certain key Gander Mountain employees retained by CWI. The cure costs for the 15 Gander Mountain leases assumed under the Designation Rights were approximately \$1.0 million.

Contingent on our final lease negotiations, our current plan is to open the initial 15 to 20 Gander Mountain stores, which will be rebranded as Gander Outdoors, by the end of the first quarter of 2018 and another 40 to 45 stores during the second and third quarters of 2018, with measured growth thereafter. We assumed 15 Gander Mountain leases on October 6, 2017 through the exercise of Designation Rights and expect to enter into new leases directly with the lessors for the other locations. As a result, we will begin to incur meaningful incremental expenses without the benefit of the full revenue as we begin to ramp the Gander Outdoors business and open stores. We believe Gander Mountain’s and Overton’s consumers’ affinity to the outdoor lifestyle complement our businesses with significant potential opportunity to build on our Good Sam strategy of selling clubs, warranties, insurance and other related products.

Based on our current plans, we currently expect to fund the opening and initial working capital needs of our current goal to operate Gander Mountain stores and certain liabilities that we will assume in connection therewith with available cash on hand and proceeds from the Second Amendment to our Senior Secured Credit Facilities (as described below). We may also be required to raise additional capital from equity or debt financing to finance the opening and operation of Gander Mountain stores. See “Risk Factors — Risks Related to the Gander Mountain Acquisition.”