



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 19, 2015, the Board of Directors of Spectrum Brands Holdings, Inc. (the “Company”) elected Joseph S. Steinberg as a director of the Company, effective immediately. Mr. Steinberg will serve as a Class III director for a term expiring at the Company’s 2016 annual meeting of stockholders. In connection with Mr. Steinberg’s election, the Board of Directors increased the size of the Board from eight to nine directors.

Mr. Steinberg, age 70, is Chairman of the Board of Leucadia National Corporation, where he has served as a director since 1978 and as President from 1979 to 2013. Mr. Steinberg also is the Chairman of the Board of Harbinger Group Inc., a position he has held since December 2014. Harbinger Group Inc. currently holds approximately 58 percent of the outstanding common stock of the Company. Mr. Steinberg also has served as Chairman of the Board of HomeFed Corporation since 1999 and as a director since 1998, and is a member of the board of directors of Crimson Wine Group, Ltd.

Mr. Steinberg will be eligible to receive the standard director compensation previously established by the Board’s Compensation Committee and generally offered to other non-employee directors, as further described in the Company’s Definitive Proxy Statement for the 2015 Annual Meeting of Stockholders filed with the Securities and Exchange Commission (“SEC”) on December 23, 2014. Other than being eligible to receive such director compensation, Mr. Steinberg did not enter into any material plan, contract, or arrangement in connection with his election as a director. Mr. Steinberg is not a party to any transaction with the Company that would require disclosure under Item 404(a) of SEC Regulation S-K.

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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.

SPECTRUM BRANDS HOLDINGS, INC.

Date: February 20, 2015

By: /s/ Nathan E. Fagre

Printed Name: Nathan E. Fagre

Title: Senior Vice President, General Counsel and Corporate Secretary