

Martin Douglas L
 Form 4
 July 17, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Martin Douglas L

2. Issuer Name and Ticker or Trading Symbol
 Spectrum Brands Holdings, Inc.
 [SPB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY

3. Date of Earliest Transaction (Month/Day/Year)
 07/13/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP and CFO

(Street)
 MIDDLETON, WI 53562

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	07/13/2018		A	(A) or (D) Amount 49,189 (1)	\$ 0 49,189	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Rights ⁽²⁾	⁽³⁾ ⁽⁴⁾	07/13/2018		A	4,679 ⁽¹⁾	⁽³⁾ ⁽⁴⁾ ⁽³⁾ ⁽⁴⁾	Common Stock	4,679

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Douglas L C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562				EVP and CFO

Signatures

/s/ Nathan E. Fagre, 07/17/2018
 Attorney-in-Fact

^{**}Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares of common stock of the Issuer ("Issuer Shares") and restricted stock units with respect to Issuer Shares that were acquired in exchange for an equal number of shares of common stock of Spectrum Brands Legacy, Inc. (f/k/a Spectrum Brands Holdings, Inc.), a Delaware corporation ("Legacy Spectrum"), and restricted stock units with respect to shares of common stock of Legacy Spectrum in connection with a merger (the "Merger") pursuant to which Legacy Spectrum became a direct subsidiary of the Issuer.
- (2) Each performance right represents a contingent right to receive one Issuer Share.
- Performance rights granted on December 15, 2016 under the Spectrum Brands Holdings, Inc. 2017 Equity Incentive Plan (the "2017 EIP Award") were earned as of December 1, 2017, and 50% of such performance rights, representing the 2017 EIP Performance Award
- (3) portion of Mr. Martin's 2017 EIP Award, settled for 4,636 shares of the Issuer Shares and are included in Table I. In addition, 4,636 shares, representing the 2017 EIP Service Award portion of Mr. Martin's 2017 EIP Award, will vest on December 1, 2018 if Mr. Martin remains employed by the Issuer on such first anniversary.
- Mr. Martin also shall be eligible to receive up to 43 additional shares, representing the 2017 EIP Additional Award portion of Mr.
- (4) Martin's 2017 EIP Award, based on the Issuer exceeding 2017 consolidated free cash flow targets for the fiscal year ending September 30, 2018. The 2017 EIP Additional Award will vest on December 1, 2018 if Mr. Martin remains employed by the Issuer as of such date and will be payable if the Issuer's consolidated free cash flow results are equal to or greater than the comparable results for 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.