Lewis Randal D. Form 4 December 04, 2018

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

WAY

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Lewis Randal D.

2. Issuer Name and Ticker or Trading Symbol

Issuer

Spectrum Brands Holdings, Inc.

(Check all applicable)

5. Relationship of Reporting Person(s) to

[SPB]

(Last) (First) 3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

(Month/Day/Year)

(Middle)

(Zip)

(Month/Day/Year) 12/01/2018

below) SVP & COO

C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

MIDDLETON, WI 53562

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Amount (D) Code

Reported

Following

Owned

Transaction(s) (Instr. 3 and 4)

Common 12/01/2018 Stock

M 2,318 Α (1) 13,128

D

Common Stock

12/01/2018

1,052 F (2)

D

Price

12,076

D

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

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SEC 1474 (9-02)

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

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. Transactic Code (Instr. 8)	5. Number proof 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)		()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Rights (3)	<u>(1)</u>	12/01/2018		M	2,318	<u>(1)</u>	<u>(1)</u>	Common Stock	2,318	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lewis Randal D. C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562

SVP & COO

Signatures

/s/ Sara Pollock, 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).

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 2,318 shares, representing the 2017 EIP Service Award portion of the reporting

- (1) person's 2017 EIP Award, vested on December 1, 2018. The reporting person forfeited an additional 22 shares, representing the 2017 EIP Additional Award portion of the reporting person's 2017 EIP Award, as the requirements for the Issuer's consolidated free cash flow results for 2018 were not met.
- (2) Represents shares of the Issuer's common stock withheld to satisfy the reporting person's tax withholding obligation upon the vesting and settling of performance rights of the 2017 EIP Service Award portion of the reporting person's 2017 EIP Award.
- (3) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

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.

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