Spectrum Brands Holdings, Inc.

Form 4

December 03, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

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5. Relationship of Reporting Person(s) to

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

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Rouve Andreas Issuer Symbol Spectrum Brands Holdings, Inc. (Check all applicable) [SPB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) C/O SPECTRUM BRANDS 12/01/2014 President, International & COO HOLDINGS, INC., 3001 DEMING WAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

MIDDLETON, WI 53562

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/01/2014		M	Amount 2,311	(D)	(<u>1</u>)	56,501	D	
Common Stock	12/02/2014		S	1,092 (2)	D	\$ 91.72	55,409	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)

Applicable Line)

Person

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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. Transaction Code (Instr. 8)	5. Number of orDerivative 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 Share
Performance Rights (3)	(1)	12/01/2014		M		2,311	<u>(1)</u>	<u>(1)</u>	Common Stock	2,311
Performance Rights (3)	(1)	12/01/2014		A	4,622		<u>(1)</u>	<u>(1)</u>	Common Stock	4,622
Performance Rights (3)	<u>(4)</u> <u>(5)</u>						(4)(5)	(4)(5)	Common Stock	3,006
Performance Rights (3)	<u>(6)</u> <u>(7)</u>						(6)(7)	(6)(7)	Common Stock	10,740

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Rouve Andreas C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562

President, International & COO

Signatures

/s/ Nathan E. Fagre, attorney-in-fact 12/03/2014

**Signature of Reporting Person

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).

Represent performance rights granted on February 4, 2013 under the Spectrum Brands Holdings, Inc. 2013 Spectrum 750 Plan. 50% of the performance rights vested on December 1, 2014 (the "SPB750 Performance Vesting Date"), and such performance rights,

- representing the SPB750 Performance Award portion of Mr. Rouve's SPB750 Award, settled for 2,311 shares of the Issuer's common stock. An additional 2,311 shares will vest on December 1, 2015, the first anniversary of the SPB750 Performance Vesting Date (such date, the "SPB750 Service Vesting Date"), if Mr. Rouve remains employed by the Issuer on such first anniversary (such amount, the "SPB750 Service Award").
- (2) These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights for 2,311 shares.

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- (3) Each performance right represents a contingent right to receive one share of the Issuer's common stock.
 - Represent performance rights granted on November 29, 2013 under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan. 50% of the performance rights vested on December 1, 2014 (the "2014 EIP Performance Vesting Date"), and such performance rights,
- representing the 2014 EIP Performance Award portion of Mr. Rouve's 2014 EIP Award, settled for 2,577 shares of the Issuer's common stock. An additional 2,578 shares will vest on December 1, 2015, the first anniversary of the 2014 EIP Performance Vesting Date (such date, the "2014 EIP Service Vesting Date"), if Mr. Rouve remains employed by the Issuer on such first anniversary (such amount, the "2014 EIP Service Award").
- Mr. Rouve shall also be eligible to receive up to 428 additional shares (the "2014 EIP Additional Award") based on the Issuer exceeding by a certain percentage the 2014 adjusted EBITDA and consolidated cash flow targets for the 2014 EIP Performance Award for the fiscal year ended September 30, 2014. The 2014 EIP Additional Award will vest on the 2014 EIP Service Vesting Date if Mr. Rouve remains employed by the Issue as of such date and if the Issuer's 2015 adjusted EBITDA and consolidated cash flow results are equal to or greater than the comparable results for 2014. The 2014 EIP Performance Award, the 2014 EIP Service Award, and the 2014 EIP Additional Award together constitute the 2014 EIP Award.
 - Represent performance rights granted on November 29, 2013 under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan. 50% of the performance rights vested on December 1, 2014 (the "2014 EIP Performance Vesting Date"), and such performance rights,
- representing the 2014 EIP Performance Award portion of Mr. Rouve's 2014 EIP Award, settled for 9,209 shares of the Issuer's common stock. An additional 9,210 shares will vest on December 1, 2015, the first anniversary of the 2014 EIP Performance Vesting Date (such date, the "2014 EIP Service Vesting Date"), if Mr. Rouve remains employed by the Issuer on such first anniversary (such amount, the "2014 EIP Service Award").
 - Mr. Rouve shall also be eligible to receive up to 1,530 additional shares (the "2014 EIP Additional Award") based on the Issuer exceeding by a certain percentage the 2014 adjusted EBITDA and consolidated cash flow targets for the 2014 EIP Performance Award for the fiscal year ended September 30, 2014. The 2014 EIP Additional Award will vest on the 2014 EIP Service Vesting Date if Mr.
- Rouve remains employed by the Issue as of such date and if the Issuer's 2015 adjusted EBITDA and consolidated cash flow results are equal to or greater than the comparable results for 2014. The 2014 EIP Performance Award, the 2014 EIP Service Award, and the 2014 EIP Additional Award together constitute the 2014 EIP Award.

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.