

Spectrum Brands Holdings, Inc.
 Form 4
 March 19, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2014

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

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

(Street)

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

MIDDLETON, WI 53562

(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)
				(A) or (D)	Code V Amount (D) Price		

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights ⁽¹⁾	<u>(2)</u> <u>(3)</u>	12/15/2014		A		<u>(2)</u> <u>(3)</u>	<u>(2)</u> <u>(3)</u>	Common Stock	21,674

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, attorney-in-fact 03/19/2015

**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) Each performance right represents a contingent right to receive one share of the Issuer's common stock.
- Represent performance rights granted on December 15, 2014 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan ("2015 EIP Award"). Fifty percent of the 2015 EIP Award shall be payable if the Issuer achieves adjusted EBITDA of at least \$760 million for the fiscal year ending September 30, 2015 ("2015 Adjusted EBITDA") and fifty percent shall be payable if the Issuer achieves free cash flow of at least \$400 million for the fiscal year ending September 30, 2015 ("2015 FCF"), as determined within 74 days following the end of said fiscal year (such date, the "2015 EIP Award Date"). If the Issuer does not achieve these targets but exceeds the actual results achieved in the 2014 fiscal year for these targets, Mr. Martin would receive a reduced award. On such date (the "2015 EIP Performance Vesting Date"), one-half of any performance rights that have been earned will vest (such amount, the "2015 EIP Performance Award").
- (2) In addition, an amount equal to the 2015 EIP Performance Award will vest on the first anniversary of the 2015 EIP Performance Vesting Date (such date, the "2015 EIP Service Vesting Date"), if Mr. Martin remains employed by the Issuer on such first anniversary (such amount, the "2015 EIP Service Award"). Mr. Martin shall also be eligible to receive up to 5,619 additional shares (the "2015 EIP Additional Award") based on the Issuer exceeding by a certain percentage the 2015 adjusted EBITDA and 2015 FCF targets for the fiscal year ended September 30, 2015. The 2015 EIP Additional Award will vest on the 2015 EIP Service Vesting Date if Mr. Martin remains employed by the Issue as of such date and if the Issuer's 2016 adjusted EBITDA and free cash flow results are equal to or greater than the comparable results for 2015. The 2015 EIP Performance Award, the 2015 EIP Service Award, and the 2015 EIP Additional Award together constitute the 2015 EIP Award.
- (3)

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.