

Spectrum Brands Holdings, Inc.  
 Form 4  
 December 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

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

(Street)

MIDDLETON, WI 53562

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 12/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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)
			Code	V	Amount or Price		
Common Stock	12/01/2015		M		7,754 A <sup>(1)</sup> <sub>(2)</sub>	24,640	D
Common Stock	12/01/2015		F		4,653 <sub>(3)</sub> D \$ 95.25	19,987	D
Common Stock	12/01/2015		A		5,768 A <sub>(4)</sub>	25,755	D
Common Stock	12/01/2015		F		3,461 <sub>(5)</sub> D \$ 95.25	22,294	D

Edgar Filing: Spectrum Brands Holdings, Inc. - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 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 <sup>(6)</sup>	<u>(1)</u> <u>(2)</u>	12/01/2015		M	7,554	<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u> Common Stock	7,554

### 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, 12/03/2015  
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).
- 96.6% of the performance rights granted on December 15, 2014 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan ("2015 EIP Award") were earned as of December 1, 2015, and one-half of such performance rights, representing the 2015 EIP Performance Award portion of Mr. Martin's 2015 EIP Award, settled for 7,754 shares of the Issuer's common stock.
- (2) In addition, 7,754 shares, representing the 2015 EIP Service Award portion of Mr. Martin's 2015 EIP Award, will vest on December 1, 2016, if Mr. Martin remains employed by the Issuer on such first anniversary. Mr. Martin shall also be eligible to receive up to 5,619 additional shares, representing the 2015 EIP Additional Award portion of Mr. Martin's 2015 EIP 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

## Edgar Filing: Spectrum Brands Holdings, Inc. - Form 4

Additional Award will vest on December 1, 2016 if Mr. Martin remains employed by the Issuer 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.

- (3) These shares of the Issuer's common stock were surrendered to satisfy Mr. Martin's tax withholding obligation upon the vesting and settling of performance rights of the 2015 EIP Performance Award portion of Mr. Martin's 2015 EIP Award.
- (4) The shares represent the cash value of the Management Incentive Award under the Issuer's 2015 Management Incentive Plan.
- (5) These shares of the Issuer's common stock were surrendered to satisfy Mr. Martin's tax withholding requirements resulting from the grant of his Management Incentive Award.
- (6) 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.