

Martin Douglas L
 Form 4
 December 20, 2017

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

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)
 12/01/2017

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/01/2017		M		10,313 A <u>(1)</u>	45,110	D
Common Stock	12/01/2017		F		5,116 <u>(2)</u> D \$ 114.21	39,994	D
Common Stock	12/01/2017		M		7,662 A <u>(3)</u>	47,656	D
Common Stock	12/01/2017		F		3,801 <u>(4)</u> D \$ 114.21	43,855	D
	12/01/2017		M		3,244 A <u>(5)</u>	47,099	D

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Common Stock							
Common Stock	12/01/2017	F	1,610 (6)	D	\$ 114.21	45,489	D
Common Stock	12/01/2017	M	4,636	A	(7) (8)	50,125	D
Common Stock	12/01/2017	F	2,300 (9)	D	\$ 114.21	47,825	D
Common Stock	12/08/2017	A	2,707	A	(10)	50,532	D
Common Stock	12/08/2017	F	1,343 (11)	D	\$ 114.47	49,189	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Rights (12)	(1)	12/01/2017		M		(1) (1)	Common Stock 10,313
Performance Rights (12)	(3) (5)	12/01/2017		M		(3)(5) (3)(5)	Common Stock 10,906
Performance Rights (12)	(7) (8)	12/01/2017		A		(7)(8) (7)(8)	Common Stock 9,315
Performance Rights (12)	(7) (8)	12/01/2017		M		(7)(8) (7)(8)	Common Stock 4,636

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 Fagre, as
 attorney-in-fact

12/20/2017

**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) The remaining 50% of the performance rights granted on February 2, 2015 under the Spectrum Brands Holdings, Inc. S2B Plan vested on December 1, 2017, and such performance rights representing the S2B Service Award portion of Mr. Martin's S2B Award, settled for 10,313 shares of the Issuer's common stock.
- (2) Represents shares of the Issuer's common stock withheld to satisfy Mr. Martin's tax withholding obligation upon the vesting and settling of performance rights of the S2B Service Award portion of Mr. Martin's S2B Award.
- (3) The remaining 50% of the performance rights granted on December 15, 2015 under the Spectrum Brands Holdings, Inc. 2016 Equity Incentive Plan (the "2016 EIP Award") vested on December 1, 2017, and such performance rights representing the 2016 EIP Service Award portion of Mr. Martin's 2016 EIP Award, settled for 7,662 shares of the Issuer's common stock.
- (4) Represents shares of the Issuer's common stock withheld to satisfy Mr. Martin's tax withholding obligation upon the vesting and settling of performance rights of the 2016 EIP Service Award portion of Mr. Martin's 2016 EIP Award.
- (5) On December 1, 2017, Mr. Martin also received, 3,244 additional shares, representing the 2016 EIP Additional Award portion of Mr. Martin's 2016 EIP Award, based on the Issuer exceeding by a certain percentage the 2016 adjusted EBITDA and 2016 consolidated free cash flow targets for the fiscal year ended September 30, 2016. The 2016 EIP Additional Award vested on December 1, 2017 since Mr. Martin remained employed by the Issuer as of such date and the Issuer's 2017 adjusted EBITDA and consolidated free cash flow results were equal to or greater than the comparable results for 2016.
- (6) Represents shares of the Issuer's common stock withheld to satisfy Mr. Martin's tax withholding obligation upon the vesting and settling of performance rights of the 2016 EIP Additional Award portion of Mr. Martin's 2016 EIP Award.
- (7) 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 portion of Mr. Martin's 2017 EIP Award, settled for 4,636 shares of the Issuer's common stock. 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.
- (8) Mr. Martin also shall be eligible to receive up to 43 additional shares, representing the 2017 EIP Additional Award portion of Mr. Martin's 2017 EIP Award, based on the Issuer exceeding 2017 consolidated free cash flow targets for the fiscal year ended 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.
- (9) Represents shares of the Issuer's common stock withheld to satisfy Mr. Martin's tax withholding obligation upon the vesting and settling of performance rights of the 2017 EIP Performance Award portion of Mr. Martin's 2017 EIP Award.
- (10) The shares represent the cash value of the Management Incentive Award under the Issuer's 2017 Management Incentive Plan.
- (11) These shares of the Issuer's common stock were surrendered to satisfy Mr. Martin's tax withholding requirements resulting from the vesting of his Management Incentive Award.
- (12) 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.

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