

Neu Stacey L
 Form 4
 December 20, 2017

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

OMB APPROVAL

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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 *
 Neu Stacey 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)
 SVP of Human Resources

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)		
				(A) or (D)	Price				
Common Stock	12/01/2017		M	1,962	A	Ⓐ	8,043	D	
Common Stock	12/01/2017		F	974 ⁽²⁾	D	\$	114.21	7,069	D
Common Stock	12/01/2017		M	3,831	A	Ⓒ	10,900	D	
Common Stock	12/01/2017		F	1,901 ⁽⁴⁾	D	\$	114.21	8,999	D
	12/01/2017		M	1,622	A	Ⓔ	10,621	D	

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Common Stock							
Common Stock	12/01/2017	F	805 ⁽⁶⁾	D	\$ 114.21	9,816	D
Common Stock	12/01/2017	M	2,318	A	⁽⁷⁾ ⁽⁸⁾	12,134	D
Common Stock	12/01/2017	F	1,150 ⁽⁹⁾	D	\$ 114.21	10,984	D
Common Stock	12/08/2017	A	902	A	⁽¹⁰⁾	11,886	D
Common Stock	12/08/2017	F	448 ⁽¹¹⁾	D	\$ 114.47	11,438	D

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

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(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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Performance Rights ⁽¹²⁾	⁽¹⁾	12/01/2017		M	1,962	⁽¹⁾ ⁽¹⁾	Common Stock	1,962
Performance Rights ⁽¹²⁾	⁽³⁾ ⁽⁵⁾	12/01/2017		M	5,453	⁽³⁾ ⁽⁵⁾ ⁽³⁾ ⁽⁵⁾	Common Stock	5,453
Performance Rights ⁽¹²⁾	⁽⁷⁾ ⁽⁸⁾	12/01/2017		A	4,658	⁽⁷⁾ ⁽⁸⁾ ⁽⁷⁾ ⁽⁸⁾	Common Stock	4,658
Performance Rights ⁽¹²⁾	⁽⁷⁾ ⁽⁸⁾	12/01/2017		M	2,318	⁽⁷⁾ ⁽⁸⁾ ⁽⁷⁾ ⁽⁸⁾	Common Stock	2,318

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

Neu Stacey L
 C/O SPECTRUM BRANDS HOLDINGS, INC.
 3001 DEMING WAY
 MIDDLETON, WI 53562

SVP of Human Resources

Signatures

/s/ Nathan E. Fagre,
 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 Ms. Neu's S2B Award, settled for 1,962 shares of the Issuer's common stock.
- (2) Represents shares of the Issuer's common stock withheld to satisfy Ms. Neu's tax withholding obligation upon the vesting and settling of performance rights of the S2B Service Award portion of Ms. Neu'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 Ms. Neu's 2016 EIP Award, settled for 3,831 shares of the Issuer's common stock.
- (4) Represents shares of the Issuer's common stock withheld to satisfy Ms. Neu's tax withholding obligation upon the vesting and settling of performance rights of the 2016 EIP Service Award portion of Ms. Neu's 2016 EIP Award.
- (5) On December 1, 2017, Ms. Neu also received, 1,622 additional shares, representing the 2016 EIP Additional Award portion of Ms. Neu'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 Ms. Neu 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 Ms. Neu's tax withholding obligation upon the vesting and settling of performance rights of the 2016 EIP Additional Award portion of Ms. Neu'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 Ms. Neu's 2017 EIP Award, settled for 2,318 shares of the Issuer's common stock. In addition, 2,318 shares, representing the 2017 EIP Service Award portion of Ms. Neu's 2017 EIP Award, will vest on December 1, 2018 if Ms. Neu remains employed by the Issuer on such first anniversary.
- (8) Ms. Neu also shall be eligible to receive up to 22 additional shares, representing the 2017 EIP Additional Award portion of Ms. Neu'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 Ms. Neu 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 Ms. Neu's tax withholding obligation upon the vesting and settling of performance rights of the 2017 EIP Performance Award portion of Ms. Neu'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 Ms. Neu's tax withholding requirements resulting from the vesting of her 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. 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.