

Spectrum Brands Holdings, Inc.
 Form 4
 December 17, 2015

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 *
 Rouve Andreas

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)
 12/15/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO & President

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)	Amount	Price	
				Code	V		

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)

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Mr. Rouve shall also be eligible to receive up to 10,726 additional shares (the "2016 EIP Additional Award") based on the Issuer exceeding by a certain percentage the 2016 adjusted EBITDA and 2016 FCF targets for the fiscal year ended September 30, 2016. The 2016 EIP Additional Award will vest on the 2016 EIP Service Vesting Date if Mr. Rouve remains employed by the Issuer as of such date and if the Issuer's 2017 adjusted EBITDA and adjusted free cash flow results are equal to or greater than the comparable results for 2016. The 2016 EIP Performance Award, the 2016 EIP Service Award, and the 2016 EIP Additional Award together constitute the 2016 EIP Award.

- Represent the 2015 EIP Service Award portion of 10,339 shares of Mr. Rouve's 2015 EIP Award granted on December 15, 2014 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan that will vest on December 1, 2016, if Mr. Rouve remains employed by the Issuer on such date, and the 2015 EIP Additional Award portion of Mr. Rouve's 2015 EIP Award of up to 1,041 additional shares that will also vest on December 1, 2016 if Mr. Rouve remains employed by the Issuer as of such date and if the Issuer's 2016 adjusted EBITDA and adjusted free cash flow results are equal to or greater than the comparable results for 2015.
- (5)

- Represent the 2015 EIP Service Award portion of 5,393 shares of Mr. Rouve's 2015 EIP Award granted on April 1, 2015 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan that will vest on December 1, 2016, if Mr. Rouve remains employed by the Issuer on such date, and the 2015 EIP Additional Award portion of Mr. Rouve's 2015 EIP Award of up to 521 additional shares that will also vest on December 1, 2016 if Mr. Rouve remains employed by the Issuer as of such date and if the Issuer's 2016 adjusted EBITDA and adjusted free cash flow results are equal to or greater than the comparable results for 2015.
- (6)

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.