

Spectrum Brands Holdings, Inc.  
 Form 4  
 December 05, 2016

**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)  
 12/01/2016

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)	
				(A) or (D)	Price			
Common Stock	12/01/2016		M	7,755	A (1)	32,179	D	
Common Stock	12/01/2016		F	4,719 (2)	D	\$ 114.39	27,460	D
Common Stock	12/01/2016		M	770	A (3)	28,230	D	
Common Stock	12/01/2016		F	469 (4)	D	\$ 114.39	27,761	D
	12/01/2016		M	10,312	A (5)	38,073	D	

Common  
Stock

Common Stock	12/01/2016	F	6,275 (6)	D	\$ 114.39	31,798	D
Common Stock	12/01/2016	M	7,661	A	(7) (8)	39,459	D
Common Stock	12/01/2016	F	4,662 (9)	D	\$ 114.39	34,797	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Rights (10)	(1) (3)	12/01/2016		M	8,525	(1)(3)	(1)(3)	Common Stock	8,525
Performance Rights (10)	(5)	12/01/2016		M	10,312	(5)	(5)	Common Stock	10,312
Performance Rights (10)	(7) (8)	12/01/2016		M	7,661	(7)(8)	(7)(8)	Common Stock	7,661

## 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

12/05/2016

\_\_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 December 15, 2014 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan vested on December 1, 2016, and such performance rights, representing the 2015 EIP Service Award portion of Mr. Martin's 2015 EIP Award, settled for 7,755 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 2015 EIP Service Award portion of Mr. Martin's 2015 EIP Award.  
Mr. Martin also received 770 additional shares, representing the 2015 EIP Additional Award portion of Mr. Martin's 2015 EIP Award, as the Issuer exceeded by a certain percentage the 2015 consolidated cash flow target for the 2015 EIP Performance Award for the fiscal year ended September 30, 2015, and the Issuer's consolidated cash flow results for the fiscal year ended September 30, 2016 were greater than the comparable results for 2015.
  - (3) 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 2015 EIP Additional Award portion of Mr. Martin's 2015 EIP Award.  
Represents shares of the Issuer's common stock issued upon the vesting of performance rights granted on February 2, 2015 under the Spectrum Brands Holdings, Inc. S2B Plan. 50% of the performance rights vested on December 1, 2016 (the "S2B Performance Vesting Date"), and such performance rights representing the S2B Performance Award portion of Mr. Martin's S2B Award, settled for 10,312 shares of the Issuer's common stock. An additional 10,313 shares will vest on December 1, 2017, the first anniversary of the S2B Performance Vesting Date (such date, the "S2B Service Vesting Date"), if Mr. Martin remains employed by the Issuer on such first anniversary (such amount, the "S2B Service Award").
  - (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 S2B Performance Award portion of Mr. Martin's S2B Award.  
Performance rights granted on December 15, 2015 under the Spectrum Brands Holdings, Inc. 2016 Equity Incentive Plan (the "2016 EIP Award") were earned as of December 1, 2016, and 50% of such performance rights, representing the 2016 EIP Performance Award portion of Mr. Martin's 2016 EIP Award, settled for 7,661 shares of the Issuer's common stock.  
In addition, 7,662 shares, representing the 2016 EIP Service Award portion of Mr. Martin's 2016 EIP Award, will vest on December 1, 2017 if Mr. Martin remains employed by the Issuer on such first anniversary. Mr. Martin also shall be eligible to receive up to 5,363 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 will vest on December 1, 2017 if Mr. Martin remains employed by the Issuer as of such date and if the Issuer's 2017 adjusted EBITDA and consolidated free cash flow results are equal to or greater than the comparable results for 2016.
  - (5) 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 Performance Award portion of Mr. Martin's 2016 EIP Award.
  - (6) Each performance right represents a contingent right to receive one share of the Issuer's common stock.
  - (7) 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 Performance Award portion of Mr. Martin's 2016 EIP Award.
  - (8) 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 Performance Award portion of Mr. Martin's 2016 EIP Award.
  - (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 2016 EIP Performance Award portion of Mr. Martin's 2016 EIP Award.
  - (10) 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.