Spectrum Brands Holdings, Inc.

Form 4

December 03, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB AF	OMB APPROVAL		
								OMB Number:	3235-0287		
Check th							Expires:	January 31,			
if no long subject to Section 1 Form 4 c		BENEF RITIES	ICIA	L OW	NERSHIP OF	Estimated average burden hours per response 0					
Form 5 obligations may continue. See Instruction 1(b). 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 1	Responses)										
Martin Douglas L Symbol			nbol					5. Relationship of Reporting Person(s) to Issuer			
			ectrum Brand PB]	s Holding	gs, In	c.	(Check all applicable)				
(Last)				ransaction			Director 10% OwnerX_ Officer (give title Other (specify				
(Month/Day/Year) C/O SPECTRUM BRANDS 12/01/2015 HOLDINGS, INC., 3001 DEMING WAY							below)	below) VP and CFO			
(Street) 4. If Amer Filed(Mon				ate Origina	.1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
					Person						
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secur	rities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. tte, if Transacti Code Year) (Instr. 8)	4. Securifor(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
C			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	12/01/2015		M	7,754	A	(1) (2)	24,640	D			
Common Stock	12/01/2015		F	4,653 (3)	D	\$ 95.25	19,987	D			
Common Stock	12/01/2015		A	5,768	A	<u>(4)</u>	25,755	D			
Common Stock	12/01/2015		F	3,461 (5)	D	\$ 95.25	22,294	D			

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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. Transactic Code (Instr. 8)	5. Number proof 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)		88 II S
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Rights (6)	<u>(1)</u> <u>(2)</u>	12/01/2015		M	7,554	(1)(2)	(1)(2)	Common Stock	7,554	3

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, attorney-in-fact 12/03/2015

**Signature of Reporting Person Da

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 (1) ("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

Reporting Owners 2

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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.