

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

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

(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)
 CEO & President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/01/2016		M		10,339 A (1)	94,142	D
Common Stock	12/01/2016		F		5,036 (2) D \$ 114.39	89,106	D
Common Stock	12/01/2016		M		5,393 A (3)	94,499	D
Common Stock	12/01/2016		F		2,627 (2) D \$ 114.39	91,872	D
	12/01/2016		M		1,026 A (4)	92,898	D

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Common Stock							
Common Stock	12/01/2016	F	500 ⁽⁵⁾	D	\$ 114.39	92,398	D
Common Stock	12/01/2016	M	535	A	<u>(6)</u>	92,933	D
Common Stock	12/01/2016	F	261 ⁽⁵⁾	D	\$ 114.39	92,672	D
Common Stock	12/01/2016	M	10,893	A	<u>(7)</u>	103,565	D
Common Stock	12/01/2016	F	5,305 ⁽⁸⁾	D	\$ 114.39	98,260	D
Common Stock	12/01/2016	M	5,447	A	<u>(9)</u>	103,707	D
Common Stock	12/01/2016	F	2,653 ⁽⁸⁾	D	\$ 114.39	101,054	D
Common Stock	12/01/2016	M	15,323	A	<u>(10)</u> <u>(11)</u>	116,377	D
Common Stock	12/01/2016	F	7,463 ⁽¹²⁾	D	\$ 114.39	108,914	D

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

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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 ⁽¹³⁾	⁽¹⁾ ⁽³⁾ ⁽⁴⁾ <u>(6)</u>	12/01/2016		M		17,293	<u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>	<u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>	Common Stock	17,293
Performance Rights ⁽¹³⁾	<u>(7)</u> <u>(9)</u>	12/01/2016		M		16,340	<u>(7)</u> <u>(9)</u>	<u>(7)</u> <u>(9)</u>	Common Stock	16,340

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5,447 shares of the Issuer's common stock. An additional 5,448 shares will vest on the S2B Service Vesting Date if Mr. Rouve remains employed by the Issuer on such first anniversary.

- (10) 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. Rouve's 2016 EIP Award, settled for 15,323 shares of the Issuer's common stock.

- (11) In addition, 15,324 shares, representing the 2016 EIP Service Award portion of Mr. Rouve's 2016 EIP Award, will vest on December 1, 2017 if Mr. Rouve remains employed by the Issuer on such first anniversary. Mr. Rouve also shall be eligible to receive up to 10,726 additional shares, representing the 2016 EIP Additional Award portion of Mr. Rouve'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. Rouve 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.

- (12) Represents shares of the Issuer's common stock withheld to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the 2016 EIP Performance Award portion of Mr. Rouve's 2016 EIP Award.

- (13) 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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