

Spectrum Brands Holdings, Inc.

Form 4

August 25, 2015

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maura David M

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)

C/O SPECTRUM BRANDS
HOLDINGS, INC., 3001 DEMING
WAY

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2015

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(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)
Common Stock	08/21/2015		P	1,000	A	\$ 232,287 ⁽¹⁾ ⁽²⁾ ₍₃₎	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
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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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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Maura David M
C/O SPECTRUM BRANDS HOLDINGS, INC.
3001 DEMING WAY
MIDDLETON, WI 53562

X

Signatures

/s/ Nathan E. Fagre,
attorney-in-fact

08/25/2015

**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).

Includes 931 restricted stock units that were awarded to Reporting Person on April 1, 2015 under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer and which are scheduled to vest in full on October 1, 2015 if Reporting Person is a director of the Issuer on such date.

(2) Includes 100,000 shares of restricted common stock of the Issuer awarded to Reporting Person on November 25, 2014 under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer and which are scheduled to vest in three installments as follows: (i) 20% of the award on the first anniversary of the date of grant (the "First Vesting Date"); (ii) 50% of the award on the second anniversary of the date of grant (the "Second Vesting Date"); and (iii) the remaining 30% of the award on the third anniversary of the date of grant (the "Third Vesting Date," and along with the First Vesting Date and Second Vesting Date, collectively the "Vesting Dates"). Any remaining unvested portion of the award shall be forfeited and cancelled if the Reporting Person voluntarily ceases to provide services either as a director or officer to the Issuer prior to the respective Vesting Date(s) for any unvested portion(s).

(3) Includes 2,320 restricted stock units that were awarded to Reporting Person on October 1, 2014 under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer, and which are scheduled to vest in full on October 1, 2015 if Reporting Person is a director of the Issuer on such date.

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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