

FAGRE NATHAN E

Form 4

July 17, 2018

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FAGRE NATHAN E

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)  
07/13/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, Gen. Counsel & Secretary

(Street)  
MIDDLETON, WI 53562

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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 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 (A) or (D) Price		
Common Stock	07/13/2018		A		46,334 (1)	A	\$ 0 46,334 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  
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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. D S (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights <sup>(2)</sup>	<u>(3)</u> <u>(4)</u>	07/13/2018		A	4,056 (1)	<u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	Common Stock	4,056

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

FAGRE NATHAN E  
C/O SPECTRUM BRANDS HOLDINGS, INC.  
3001 DEMING WAY  
MIDDLETON, WI 53562

SVP, Gen. Counsel & Secretary

## Signatures

/s/ Nathan E.  
Fagre

07/17/2018

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) Represents shares of common stock of the Issuer ("Issuer Shares") and restricted stock units with respect to Issuer Shares that were acquired in exchange for an equal number of shares of common stock of Spectrum Brands Legacy, Inc. (f/k/a Spectrum Brands Holdings, Inc.), a Delaware corporation ("Legacy Spectrum"), and restricted stock units with respect to shares of common stock of Legacy Spectrum in connection with a merger (the "Merger") pursuant to which Legacy Spectrum became a direct subsidiary of the Issuer.

(2) Each performance right represents a contingent right to receive one Issuer Share.

(3) Performance rights granted on December 15, 2016 under the Spectrum Brands Holdings, Inc. 2017 Equity Incentive Plan (the "2017 EIP Award") were earned as of December 1, 2017, and 50% of such performance rights, representing the 2017 EIP Performance Award portion of Mr. Fagre's 2017 EIP Award, settled for 4,018 shares of the Issuer Shares and are included in Table I. In addition, 4,018 shares, representing the 2017 EIP Service Award portion of Mr. Fagre's 2017 EIP Award, will vest on December 1, 2018 if Mr. Fagre remains employed by the Issuer on such first anniversary.

(4) Mr. Fagre also shall be eligible to receive up to 38 additional shares, representing the 2017 EIP Additional Award portion of Mr. Fagre's 2017 EIP Award, based on the Issuer exceeding 2017 consolidated free cash flow targets for the fiscal year ending September 30, 2018. The 2017 EIP Additional Award will vest on December 1, 2018 if Mr. Fagre remains employed by the Issuer as of such date and will be payable if the Issuer's consolidated free cash flow results are equal to or greater than the comparable results for 2017.

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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