

Spectrum Brands Holdings, Inc.  
 Form 4  
 August 20, 2014

**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

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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 \*  
**Genito Anthony 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)  
**08/18/2014**

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, CFO and CAO**

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	08/18/2014		S	26,084	D	87.11	60,105	D
						<u>(1)</u>		

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

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SEC 1474 (9-02)

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Performance Rights <sup>(2)</sup>	<u>(3)</u> <u>(4)</u>					<u>(3)</u> <u>(4)</u> <u>(3)</u> <u>(4)</u>	Common Stock	53,131
Performance Rights <sup>(2)</sup>	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Common Stock	27,778

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Genito Anthony L C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562			EVP, CFO and CAO	

## Signatures

/s/ Anthony L.      08/20/2014  
Genito

     \*\*Signature of      Date  
Reporting Person

## 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) Reflects the weighted average price of 26,084 shares of Common Stock of the Issuer sold by Mr. Genito in multiple transactions on August 18, 2014 at prices ranging from \$87.00 to \$87.59 per share. Mr. Genito undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) Each performance right represents a contingent right to receive one share of the Issuer's common stock.
- (3) Under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan ("2014 EIP"), Mr. Genito was awarded 35,421 performance rights at 100% of performance targets. Up to 50% of such performance rights will vest within 74 days of the Issuer meeting certain adjusted EBITDA and consolidated cash flow performance targets for the fiscal year ending September 30, 2014 (the "2014 EIP Performance Vesting Date") (such amount, the "2014 EIP Performance Award"). In addition, an amount equal to the 2014 EIP Performance Award will vest on the first anniversary of the 2014 EIP Performance Vesting Date (such date, the "2014 EIP Service Vesting Date"), if Mr.

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Genito remains employed by the Issuer on such first anniversary (such amount, the "2014 EIP Service Award").

Mr. Genito shall also be eligible to receive up to 17,710 additional shares (the "2014 EIP Additional Award") if the Issuer meets certain adjusted EBITDA and consolidated cash flow performance targets in excess of 100% of the targets for the 2014 EIP Performance Award, for the fiscal year ending September 30, 2014. The 2014 EIP Additional Award will vest on the 2014 EIP Service Vesting Date if Mr.

- (4) Genito remains employed by the Issuer as of such date. The 2014 EIP Performance Award, the 2014 EIP Service Award and the 2014 EIP Additional Award together constitute the 2014 EIP Award. The amount reported of 53,131 represents the maximum number of performance rights that may vest if 150% of the applicable performance targets are achieved. If 100% of the applicable performance targets are achieved, then 35,421 performance rights will vest upon full vesting of the 2014 EIP Performance Award and the 2014 EIP Service Award.

50% of the performance rights granted on December 7, 2012 under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan vested on November 25, 2013 (the "2013 EIP Performance Vesting Date") and such performance rights settled for 27,777 shares of the

- (5) Issuer's common stock ("2013 EIP Performance Award"). In addition, an amount equal to the 2013 EIP Performance Award will vest if Mr. Genito is employed by the Issuer through the first anniversary of the 2013 EIP Performance Vesting Date ("2013 EIP Service Award"). The 2013 EIP Performance Award and the 2013 EIP Service Award together constitute the 2013 EIP Award.

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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