

Maura David M
Form 3
July 17, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Maura David M		(Month/Day/Year)	Spectrum Brands Holdings, Inc. [SPB]	
(Last)	(First)	(Middle)	07/13/2018	
C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MIDDLETON, WI 53562			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Executive Chairman and CEO	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	156,021 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	11/29/2022(3)	Common Stock	70,294 (1)	\$ 52.84 (4)	D	Â
Employee Stock Option (Right to Buy)	Â (2)	12/02/2023(3)	Common Stock	64,142 (1)	\$ 72.93 (4)	D	Â
Employee Stock Option (Right to Buy)	Â (2)	11/25/2024(3)	Common Stock	26,743 (1)	\$ 82.86 (4)	D	Â
Employee Stock Option (Right to Buy)	Â (2)	11/24/2025(3)	Common Stock	1,164 (1)	\$ 86.39 (4)	D	Â
Employee Stock Option (Right to Buy)	Â (2)	12/14/2026(3)	Common Stock	51,309 (1)	\$ 95.44 (4)	D	Â

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	Â X	Â	Â Executive Chairman and CEO	Â

Signatures

/s/ Nathan E. Fagre,
Attorney-in-Fact

07/17/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- In connection with a merger (the "Merger"), pursuant to which Spectrum Brands Legacy, Inc. (f/k/a Spectrum Brands Holdings, Inc.)
- (1) became a direct subsidiary of the Issuer, each share of common stock of the Issuer (the "Issuer Shares") was combined into 0.1613 Issuer Shares as a result of a reverse stock split (the "Reverse Stock Split").
 - (2) The employee stock options reported on this line are vested and exercisable.
- The options reported on this line expire on the tenth anniversary of the date of grant, except as set forth in the Separation and Release
- (3) Agreement, dated as of November 28, 2016, by and between HRG Group, Inc. (predecessor to the Issuer) and the reporting person (as filed as Exhibit 10.2 to Amendment No.1 to the Annual Report on Form 10-K, filed January 27, 2017).
 - (4) The exercise price of each employee stock option held by the reporting person was recalculated in connection with the Merger. The pre-Merger exercise prices were divided by the Reverse Stock Split ratio of 0.1613.

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Remarks:

Exhibit 24.1: Power of Attorney

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.