Rovit Hugh R Form 3 July 17, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 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 *

C/O SPECTRUM BRANDS

HOLDINGS, INC., Â 3001

Rovit Hugh R

DEMING WAY

(Last)

(First)

(Street)

(Middle)

Statement (Month/Day/Year)

07/13/2018

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Spectrum Brands Holdings, Inc. [SPB]

> 4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

10% Owner _X_ Director Officer Other

(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

MIDDLETON, WIÂ 53562

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

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Form: (Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

Common Stock 161 (1)

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

SEC 1473 (7-02)

D

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

1. Title of Derivative Security

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Derivative Security:

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Date **Expiration Title** Exercisable Date

Amount or Security Number of Shares

Direct (D) or Indirect (I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rovit Hugh R

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

ÂX

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Signatures

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

07/17/2018

**Signature of Reporting Person

MIDDLETON, WIÂ 53562

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, pursuant to which Spectrum Brands Legacy, Inc. (f/k/a Spectrum Brands Holdings, Inc.) became a direct (1) 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.

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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.

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