

Maura David M  
Form 4  
December 04, 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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(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)  
12/01/2018

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Executive Chairman and CEO

(Street)  
MIDDLETON, WI 53562

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

(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	12/01/2018		M	9,272 A	289,934	D	
Common Stock	12/01/2018		F	3,649 (2) D	\$ 49.38	286,285	D

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

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information contained in this form are not  
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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. Amount or Number of Shares
Performance Rights <sup>(3)</sup>	<u>(1)</u>	12/01/2018		M	9,272	<u>(1)</u> <u>(1)</u>	Common Stock	9,272

## 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		Executive Chairman and CEO	

## Signatures

/s/ Sara Pollock,  
Attorney-in-Fact 12/04/2018

\_\_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).

- 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 9,272 shares, representing the 2017 EIP Service Award portion of the reporting person's 2017 EIP Award, vested on December 1, 2018. The reporting person forfeited an additional 87 shares, representing the 2017 EIP Additional Award portion of the reporting person's 2017 EIP Award, as the requirements for the Issuer's consolidated free cash flow results for 2018 were not met.
- (1) Represents shares of the Issuer's common stock withheld to satisfy the reporting person's tax withholding obligation upon the vesting and settling of performance rights of the 2017 EIP Service Award portion of the reporting person's 2017 EIP Award.
- (3) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

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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