

Spectrum Brands Holdings, Inc.
 Form 4
 December 05, 2016

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

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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, GC and Secretary

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

(Street)

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

MIDDLETON, WI 53562

(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)		
				(A) or (D)	Price				
Common Stock	12/01/2016		M	6,720	A	Ⓐ	34,874	D	
Common Stock	12/01/2016		F	3,334 (2)	D	\$	114.39	31,540	D
Common Stock	12/01/2016		M	667	A	Ⓒ	32,207	D	
Common Stock	12/01/2016		F	331 (4)	D	\$	114.39	31,876	D
	12/01/2016		M	3,676	A	Ⓔ	35,552	D	

Common Stock							
Common Stock	12/01/2016	F	1,824 (6)	D	\$ 114.39	33,728	D
Common Stock	12/01/2016	M	6,640	A	(7) (8)	40,368	D
Common Stock	12/01/2016	F	3,294 (9)	D	\$ 114.39	37,074	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 (10)	(1) (3)	12/01/2016		M	7,387	(1)(3) (1)(3)	Common Stock	7,387
Performance Rights (10)	(5)	12/01/2016		M	3,676	(5) (5)	Common Stock	3,676
Performance Rights (10)	(7) (8)	12/01/2016		M	6,640	(7)(8) (7)(8)	Common Stock	6,640

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, GC and Secretary

Signatures

/s/ Nathan E.
Fagre

12/05/2016

**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) The remaining 50% of the performance rights granted on December 15, 2014 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan vested on December 1, 2016, and such performance rights, representing the 2015 EIP Service Award portion of Mr. Fagre's 2015 EIP Award, settled for 6,720 shares of the Issuer's common stock.

(2) Represents shares of the Issuer's common stock withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of performance rights of the 2015 EIP Service Award portion of Mr. Fagre's 2015 EIP Award.

(3) Mr. Fagre also received 667 additional shares, representing the 2015 EIP Additional Award portion of Mr. Fagre's 2015 EIP Award, as the Issuer exceeded by a certain percentage the 2015 consolidated cash flow target for the 2015 EIP Performance Award for the fiscal year ended September 30, 2015, and the Issuer's consolidated cash flow results for the fiscal year ended September 30, 2016 were greater than the comparable results for 2015.

(4) Represents shares of the Issuer's common stock withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of performance rights of the 2015 EIP Additional Award portion of Mr. Fagre's 2015 EIP Award.

(5) Represents shares of the Issuer's common stock issued upon the vesting of performance rights granted on February 2, 2015 under the Spectrum Brands Holdings, Inc. S2B Plan. 50% of the performance rights vested on December 1, 2016 (the "S2B Performance Vesting Date"), and such performance rights representing the S2B Performance Award portion of Mr. Fagre's S2B Award, settled for 3,676 shares of the Issuer's common stock. An additional 3,677 shares will vest on December 1, 2017, the first anniversary of the S2B Performance Vesting Date (such date, the "S2B Service Vesting Date"), if Mr. Fagre remains employed by the Issuer on such first anniversary (such amount, the "S2B Service Award").

(6) Represents shares of the Issuer's common stock withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of performance rights of the S2B Performance Award portion of Mr. Fagre's S2B Award.

(7) Performance rights granted on December 15, 2015 under the Spectrum Brands Holdings, Inc. 2016 Equity Incentive Plan (the "2016 EIP Award") were earned as of December 1, 2016, and 50% of such performance rights, representing the 2016 EIP Performance Award portion of Mr. Fagre's 2016 EIP Award, settled for 6,640 shares of the Issuer's common stock.

(8) In addition, 6,640 shares, representing the 2016 EIP Service Award portion of Mr. Fagre's 2016 EIP Award, will vest on December 1, 2017 if Mr. Fagre remains employed by the Issuer on such first anniversary. Mr. Fagre also shall be eligible to receive up to 4,648 additional shares, representing the 2016 EIP Additional Award portion of Mr. Fagre's 2016 EIP Award, based on the Issuer exceeding by a certain percentage the 2016 adjusted EBITDA and 2016 consolidated free cash flow targets for the fiscal year ended September 30, 2016. The 2016 EIP Additional Award will vest on December 1, 2017 if Mr. Fagre remains employed by the Issuer as of such date and if the Issuer's 2017 adjusted EBITDA and consolidated free cash flow results are equal to or greater than the comparable results for 2016.

(9) Represents shares of the Issuer's common stock withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of performance rights of the 2016 EIP Performance Award portion of Mr. Fagre's 2016 EIP Award.

(10) 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.

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.