

Spectrum Brands Holdings, Inc.

Form 4

December 04, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FAGRE NATHAN E

(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)
12/02/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	12/02/2013		<u>A</u> ⁽¹⁾	3,256 A	\$ 0 19,628	D	
Common Stock	12/02/2013		<u>F</u> ⁽²⁾	1,619 D	\$ 69.25 18,009	D	
Common Stock	12/02/2013		<u>S</u> ⁽³⁾	1,342 D	\$ 69.39 16,667	D	
				(4)			

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

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(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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Rights ⁽⁵⁾	⁽⁶⁾ ⁽⁷⁾					⁽⁶⁾ ⁽⁷⁾	⁽⁶⁾ ⁽⁷⁾	Common Stock	27,628	
Performance Rights ⁽⁵⁾	⁽⁸⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	7,500	

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 12/04/2013

**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 shares represent the cash value of the Management Incentive Award under the Issuer's 2013 Management Incentive Plan.
- (2) These shares were automatically withheld to satisfy Mr. Fagre's tax withholding obligation resulting from the grant of his Management Incentive Award.

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- (3) The sales reported in this Form 4 were sold to cover additional tax obligations.

Reflects the weighted average price of 1,342 shares of Common Stock of the Issuer sold by Mr. Fagre in multiple transactions on

- (4) December 2, 2013 at prices ranging from \$69.38 to \$69.42 per share. Mr. Fagre 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.

- (5) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

Under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan ("2014 EIP"), Mr. Fagre was awarded 18,419 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. Fagre remains employed by the Issuer on such first anniversary (such amount, the "2014 EIP Service Award").

- (6) Mr. Fagre shall also be eligible to receive up to 9,209 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. Fagre 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 27,628 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 18,419 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 27, 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 7,500 shares of the

- (8) Issuer's common stock ("2013 EIP Performance Award"). In addition, an amount equal to the 2013 EIP Performance Award will vest if Mr. Fagre 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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