

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rouve Andreas

(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)  
President, International

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		A <sup>(1)</sup>	5,495 A \$ 0	45,301	D	
Common Stock	12/02/2013		F <sup>(2)</sup>	2,609 D \$ 69.25	42,692	D	

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights <sup>(3)</sup>	<sup>(4)</sup> <sup>(5)</sup>					<sup>(4)</sup> <sup>(5)</sup>	<sup>(4)</sup> <sup>(5)</sup>	Common Stock	27,628
Performance Rights <sup>(3)</sup>	<sup>(6)</sup>					<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	10,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Rouve Andreas  
C/O SPECTRUM BRANDS HOLDINGS, INC.  
3001 DEMING WAY  
MIDDLETON, WI 53562

President, International

## Signatures

/s/ Nathan E. Fagre,  
attorney-in-fact

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. Rouve's tax withholding obligation resulting from the grant of his Management Incentive Award.

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

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

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- Mr. Rouve 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. Rouve 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.
- (5)

- 50% of the performance rights granted on December 7, 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 10,000 shares of the Issuer's common stock ("2013 EIP Performance Award"). In addition, an amount equal to the 2013 EIP Performance Award will vest if Mr. Rouve 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.
- (6)

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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