

Maura David M
Form 4
July 17, 2018

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 *
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)
07/13/2018

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)
				(A) or (D)	Amount or Price		
Common Stock	07/13/2018		A	(1)	282,959	A	\$ 0 438,980 (2) 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)

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

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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	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 (3)	(4) (5)	07/13/2018		A	9,360 (1)	(4)(5) (4)(5)	Common Stock	9,360

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/ Nathan E. Fagre,
Attorney-in-Fact 07/17/2018

**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).
 - (1) Represents shares of common stock of the Issuer ("Issuer Shares") and restricted stock units with respect to Issuer Shares that were acquired in exchange for an equal number of shares of common stock of Spectrum Brands Legacy, Inc. (f/k/a Spectrum Brands Holdings, Inc.), a Delaware corporation ("Legacy Spectrum"), and restricted stock units with respect to shares of common stock of Legacy Spectrum in connection with a merger (the "Merger") pursuant to which Legacy Spectrum became a direct subsidiary of the Issuer.
 - (2) Includes 156,021 Issuer Shares resulting from a reverse stock split whereby, as of immediately prior to the effective time of the Merger, each Issuer Share was combined into 0.1613 Issuer Shares.
 - (3) Each performance right represents a contingent right to receive one Issuer Share.

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 50% of such performance rights, representing the 2017 EIP Performance Award
 - (4) portion of Mr. Maura's 2017 EIP Award, settled for 9,272 shares of the Issuer Shares and are included in Table I. In addition, 9,273 shares, representing the 2017 EIP Service Award portion of Mr. Maura's 2017 EIP Award, will vest on December 1, 2018 if Mr. Maura remains employed by the Issuer on such first anniversary.
 - (5) Mr. Maura also shall be eligible to receive up to 87 additional shares, representing the 2017 EIP Additional Award portion of Mr. Maura's 2017 EIP Award, based on the Issuer exceeding 2017 consolidated free cash flow targets for the fiscal year ending September 30, 2018. The 2017 EIP Additional Award will vest on December 1, 2018 if Mr. Maura remains employed by the Issuer as of such date and will be payable if the Issuer's consolidated free cash flow results are equal to or greater than the comparable results for 2017.

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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