Spectrum Brands Holdings, Inc.

Form 3

November 27, 2013

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Spectrum Brands Holdings, Inc. [SPB] Rouve Andreas (Month/Day/Year) 11/19/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O SPECTRUM BRANDS (Check all applicable) HOLDINGS, INC., Â 3001 **DEMING WAY** 10% Owner Director (Street) \_X\_\_ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) President, International \_X\_ Form filed by One Reporting Person MIDDLETON, WIÂ 53562 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership Form: (Instr. 4) (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 34,554 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		(IIISU: 4)	Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Performance Rights (1)	$\hat{A} = \frac{(2)(3)}{2}$	$\hat{A} = \frac{(2)(3)}{2}$	Common Stock	27,000	\$ (2) (3)	D	Â

### **Reporting Owners**

Reporting Owner Name / Address		Keiauonsinps					
	Director	10% Owner	Officer	Other			
Rouve Andreas C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562	Â	Â	President, International	Â			

## **Signatures**

/s/ Nathan E.
Fagre

\*\*Signature of Reporting Person

11/27/2013

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Each performance right represents a contingent right to receive one share of the Issuer's common stock.
  - Up to 50% of such performance rights granted on December 7, 2012, under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 (the "Performance Vesting Date") ("Performance Award"). In addition, an amount equal to the Performance Award
- (2) will vest, if Mr. Rouve is employed by the Issuer through the first anniversary of the Performance Vesting Date ("Service Award"). Mr. Rouve will also be eligible to receive up to 7,000 additional shares ("Additional Award") within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2014 and if Mr. Rouve is employed by the Issuer at that date. The Performance Award, the Service Award and the Additional Award together constitute the 2013 Award.
- Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award, which represents achievement of 135% of the performance targets. If 100% of the performance targets is achieved, 20,000 shares are issuable upon full vesting of the 2013 Award

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.

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