Spectrum Brands Holdings, Inc.

Form 4 June 04, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

**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

2. Issuer Name and Ticker or Trading

Spectrum Brands Holdings, Inc.

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Maura David M

(First)

(Zip)

(Middle)

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

WAY

Stock

(Street)

(State)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

06/02/2015

Symbol

[SPB]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MIDDLETON, WI 53562

(City)	(State) (	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	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)
Common Stock	06/02/2015		P	2,500	A	\$ 96.39 (1)	224,287 (2) (3) (4)	D	
Common	06/02/2015		P	1,000	A	\$ 96.05	225,287	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

(5)

#### Edgar Filing: Spectrum Brands Holdings, Inc. - Form 4

# displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date Am		Amou	int of	Derivative	Ι
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)	E
	Derivative			Securities		(J			3 and 4)		(
	Security		Acquired							F	
	•				(A) or						F
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									<b>A</b>		
									Amount		
						Date		Title Number			
						Exercisable					
				C 1 1	(A) (D)				of		
				Code V	(A) $(D)$				Shares		

## **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

## **Signatures**

/s/ Nathan E. Fagre, attorney-in-fact 06/04/2015

\*\*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).

X

- Reflects the weighted average price of 2,500 shares of Common Stock of the Issuer purchased by the Reporting Person in multiple transactions on June 2, 2015 at prices ranging from \$96.30 to \$96.71 per share. The Reporting Person 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.
- Includes 931 restricted stock units that were awarded to Reporting Person on April 1, 2015 under the Spectrum Brands Holdings, Inc.

  (2) 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer and which are scheduled to vest in full on October 1, 2015 if Reporting Person is a director of the Issuer on such date.
- (3) Includes 100,000 shares of restricted common stock of the Issuer awarded to Reporting Person on November 25, 2014 under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer and which are scheduled to vest in three installments as follows: (i) 20% of the award on the first anniversary of the date of grant (the "First Vesting Date"); (ii) 50% of the award on the second anniversary of the date of grant (the "Second Vesting Date"); and (iii) the remaining 30% of the award on the third anniversary of the date of grant (the "Third Vesting Date," and along with the First Vesting Date and Second

Reporting Owners 2

#### Edgar Filing: Spectrum Brands Holdings, Inc. - Form 4

Vesting Date, collectively the "Vesting Dates"). Any remaining unvested portion of the award shall be forfeited and cancelled if the Reporting Person voluntarily ceases to provide services either as a director or officer to the Issuer prior to the respective Vesting Date(s) for any unvested portion(s).

- Includes 2,320 restricted stock units that were awarded to Reporting Person on October 1, 2014 under the Spectrum Brands Holdings, Inc.

  (4) 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer, and which are scheduled to vest in full on October 1, 2015 if Reporting Person is a director of the Issuer on such date.
- Reflects the weighted average price of 1,00 shares of Common Stock of the Issuer purchased by the Reporting Person in multiple transactions on June 2, 2015 at prices ranging from \$96.02 to \$96.10 per share. The Reporting Person 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.

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.