

Spectrum Brands Holdings, Inc.

Form 4

December 09, 2014

**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 \*  
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)  
12/05/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ 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	12/05/2014		A <sup>(1)</sup>	2,761	A \$ 0	23,158	D
Common Stock	12/08/2014		S <sup>(2)</sup>	967	D \$ 94.81	22,191	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

**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>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	1,043	
Performance Rights <sup>(3)</sup>	<u>(5)</u> <u>(6)</u>					<u>(5)(6)</u>	<u>(5)(6)</u>	Common Stock	10,740	

## 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 12/09/2014

\_\_\_\_\_  
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 2014 Management Incentive Plan.
- (2) These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Fagre's tax withholding obligation upon the award of restricted stock under the Issuer's Management Incentive Plan.
- (3) Each performance right represents a contingent right to receive one share of the Issuer's common stock.
- (4) Represent performance rights granted on February 4, 2013 under the Spectrum Brands Holdings, Inc. 2013 Spectrum 750 Plan. 50% of the performance rights vested on December 1, 2014 (the "SPB750 Performance Vesting Date"), and such performance rights, representing the SPB750 Performance Award portion of Mr. Fagre's SPB750 Award, settled for 1,043 shares of the Issuer's common stock. An additional 1,043 shares will vest on December 1, 2015 the first anniversary of the SPB750 Performance Vesting Date (such date, the "SPB750 Service Vesting Date"), if Mr. Fagre remains employed by the Issuer on such first anniversary (such amount, the

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

"SPB750 Service Award").

- (5) Represent performance rights granted on November 29, 2013 under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan. 50% of the performance rights vested on December 1, 2014 (the "2014 EIP Performance Vesting Date"), and such performance rights, representing the 2014 EIP Performance Award portion of Mr. Fagre's 2014 EIP Award, settled for 9,209 shares of the Issuer's common stock. An additional 9,210 shares will vest on December 1, 2015 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 1,530 additional shares (the "2014 EIP Additional Award") based on the Issuer exceeding by a certain percentage the 2014 adjusted EBITDA and consolidated cash flow targets for the 2014 EIP Performance Award for the fiscal year ended September 30, 2014. The 2014 EIP Additional Award will vest on the 2014 EIP Service Vesting Date if Mr. Fagre remains employed by the Issue as of such date and if the Issuer's 2015 adjusted EBITDA and consolidated cash flow results are equal to or greater than the comparable results for 2014. The 2014 EIP Performance Award, the 2014 EIP Service Award, and the 2014 EIP Additional Award together constitute the 2014 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.

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.