Spectrum Brands Holdings, Inc.

Form 4 June 13, 2014

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB** 3235-0287 Number:

0.5

if no longer subject to

Check this box

January 31, Expires: 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or

Estimated average burden hours per response...

Form 5 obligations may continue.

See Instruction

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Rovit Hugh R

Spectrum Brands Holdings, Inc.

(Check all applicable)

[SPB]

(Last)

(Middle)

3. Date of Earliest Transaction

X\_ Director Officer (give title

10% Owner Other (specify

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

(Street)

(First)

WAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

06/10/2014

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

MIDDLETON, WI 53562

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if 3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

D

(A) Amount (D) Reported Transaction(s) (Instr. 3 and 4)

Common 06/10/2014 Stock

Price 17,868 (1) (2) \$ Α 500 80.5

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date Exercisable	Expiration e Date		or		
								Title	Number		
						Lacicisable			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Rovit Hugh R C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562

# **Signatures**

/s/ Nathan E. Fagre, attorney-in-fact 06/12/2013

\*\*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).

X

- Includes 1,595 restricted stock units that Reporting Person was awarded on October 1, 2013 under the Spectrum Brands Holdings, Inc.

  (1) 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 September 30, 2014 if he is a director of the Issuer on such date.
- Includes 456 shares the Reporting Person received on October 1, 2013 pursuant to his election to receive stock in lieu of cash for the quarterly retainer paid for service as a member of the Board of Directors and are scheduled to vest in one-third increments of 152 shares, on September 30th, 2014, 2015 and 2016.
- Includes 1,116 shares that Reporting Person received on January 1, 2014 pursuant to his election to receive stock in lieu of cash for the quarterly retainers for the remainder of the 2014 fiscal year paid for service as a member of the Board of Directors and are scheduled to vest in full on September 30, 2014.

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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