

Rouve Andreas  
Form 4  
December 20, 2017

**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 \*  
Rouve Andreas

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO & President

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

MIDDLETON, WI 53562

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 Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
| Common Stock                    | 12/01/2017                           |  | M                              | 10,895  | A (1)   | 119,809  | D   |   |
| Common Stock                    | 12/01/2017                           |  | F                              | 5,404 (2)   | D   | \$ 114.21  | 114,405   | D |
| Common Stock                    | 12/01/2017                           |  | M                              | 5,448   | A (3)   | 119,853  | D   |   |
| Common Stock                    | 12/01/2017                           |  | F                              | 2,703 (2)   | D   | \$ 114.21  | 117,150   | D |
|                                 | 12/01/2017                           |  | M                              | 15,324  | A (4)   | 132,474  | D   |   |

Edgar Filing: Rouve Andreas - Form 4

|              |            |   |               |   |           |         |   |
|--------------|------------|---|---------------|---|-----------|---------|---|
| Common Stock |            |   |               |   |           |         |   |
| Common Stock | 12/01/2017 | F | 7,601<br>(5)  | D | \$ 114.21 | 124,873 | D |
| Common Stock | 12/01/2017 | M | 6,488         | A | (6)       | 131,361 | D |
| Common Stock | 12/01/2017 | F | 3,219<br>(7)  | D | \$ 114.21 | 128,142 | D |
| Common Stock | 12/01/2017 | M | 9,272         | A | (8)       | 137,414 | D |
| Common Stock | 12/01/2017 | F | 4,599<br>(10) | D | \$ 114.21 | 132,815 | D |
| Common Stock | 12/08/2017 | A | 5,025         | A | (11)      | 137,840 | D |
| Common Stock | 12/08/2017 | F | 2,493<br>(12) | D | \$ 114.47 | 135,347 | 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)

**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 Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Performance Rights (13)                    | (1) (3)  | 12/01/2017                           |  | M                              |   | (1)(3)   | (1)(3)  | Common Stock               | 16,343                     |
| Performance Rights (13)                    | (4) (6)  | 12/01/2017                           |  | M                              |   | (4)(6)   | (4)(6)  | Common Stock               | 21,812                     |
| Performance Rights (13)                    | (8) (9)  | 12/01/2017                           |  | A                              |   | (8)(9)   | (8)(9)  | Common Stock               | 18,632                     |
| Performance Rights (13)                    | (8) (9)  | 12/01/2017                           |  | M                              |   | (8)(9)   | (8)(9)  | Common Stock               | 9,272                      |



## Edgar Filing: Rouve Andreas - Form 4

- (12) These shares of the Issuer's common stock were surrendered to satisfy Mr. Rouve's tax withholding requirements resulting from the vesting of his Management Incentive Award.
- (13) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

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.