

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **January 27, 2015**

**SPECTRUM BRANDS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-34757**  
(Commission File Number)

**27-2166630**  
(IRS Employer Identification No.)

**3001 Deming Way**  
**Middleton, Wisconsin 53562**  
(Address of principal executive offices)

**(608) 275-3340**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Spectrum Brands Holdings, Inc., (the “Company”) held its 2015 Annual Meeting of the Stockholders (the “Annual Meeting”) on January 27, 2015. Only holders of the Company’s common stock at the close of business on December 15, 2014 (the “Record Date”) were entitled to vote at the Annual Meeting. As of the Record Date, there were 53,179,167 shares of common stock entitled to vote. A total of 48,615,063 shares of common stock (91.42%), constituting a quorum, were represented in person or by valid proxies at the Annual Meeting.

The stockholders voted on two proposals at the Annual Meeting. The proposals are described in detail in the Proxy Statement dated December 23, 2014. The final results of the votes regarding each proposal are set forth below.

**Proposal 1:** The Company’s stockholders elected three directors to the Board to serve for a three year term until the 2018 annual meeting of stockholders. The votes regarding this proposal were as follows:

	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
David M. Maura	37,345,936	9,320,571	–
Terry L. Polistina	39,375,729	7,290,778	–
Hugh R. Rovit	46,399,056	267,451	–

**Proposal 2:** The Company’s stockholders ratified the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ended September 30, 2015. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
48,572,226	42,376	461	–

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 2, 2015

**SPECTRUM BRANDS HOLDINGS, INC.**

By: /s/ Nathan E. Fagre

Printed Name: Nathan E. Fagre

Title: Senior Vice President, General Counsel and Corporate Secretary