

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Rouve Andreas</u>  (Last) (First) (Middle) <u>C/O SPECTRUM BRANDS HOLDINGS, INC.</u> <u>3001 DEMING WAY</u>  (Street) <u>MIDDLETON WI 53562</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [ SPB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO &amp; President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(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 <sup>(2)</sup>	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 <sup>(2)</sup>	D	\$114.21	117,150	D	
Common Stock	12/01/2017		M		15,324	A	(4)	132,474	D	
Common Stock	12/01/2017		F		7,601 <sup>(5)</sup>	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 <sup>(7)</sup>	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 <sup>(10)</sup>	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 <sup>(12)</sup>	D	\$114.47	135,347	D	

**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)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Rights <sup>(13)</sup>	(1)(3)	12/01/2017		M			16,343	(1)(3)	(1)(3)	Common Stock	16,343	(1)(3)	0	D	
Performance Rights <sup>(13)</sup>	(4)(6)	12/01/2017		M			21,812	(4)(6)	(4)(6)	Common Stock	21,812	(4)(6)	0	D	
Performance Rights <sup>(13)</sup>	(8)(9)	12/01/2017		A			18,632	(8)(9)	(8)(9)	Common Stock	18,632	(8)(9)	18,632	D	
Performance Rights <sup>(13)</sup>	(8)(9)	12/01/2017		M			9,272	(8)(9)	(8)(9)	Common Stock	9,272	(8)(9)	9,360	D	

**Explanation of Responses:**

- The remaining 50% of the performance rights granted on February 2, 2015 under the Spectrum Brands Holdings, Inc. S2B Plan vested on December 1, 2017, and such performance rights representing the S2B Service Award portion of Mr. Rouve's S2B Award, settled for 10,895 shares of the Issuer's common stock.
- Represents shares of the Issuer's common stock withheld to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the S2B Service Award portion of Mr. Rouve's S2B Award.
- The remaining 50% of the performance rights granted on April 1, 2015 under the Spectrum Brands Holdings, Inc. S2B Plan vested on December 1, 2017, and such performance rights representing the S2B Service Award portion of Mr. Rouve's S2B Award, settled for 5,448 shares of the Issuer's common stock.
- The remaining 50% of the performance rights granted on December 15, 2015 under the Spectrum Brands Holdings, Inc. 2016 Equity Incentive Plan (the "2016 EIP Award") vested on December 1, 2017, and such performance rights representing the 2016 EIP Service Award portion of Mr. Rouve's 2016 EIP Award, settled for 15,324 shares of the Issuer's common stock.
- Represents shares of the Issuer's common stock withheld to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the 2016 EIP Service Award portion of Mr. Rouve's 2016 EIP Award.
- On December 1, 2017, Mr. Rouve also received 6,488 additional shares, representing the 2016 EIP Additional Award portion of Mr. Rouve's 2016 EIP Award, based on the Issuer exceeding by a certain percentage the 2016 adjusted EBITDA and 2016 consolidated free cash flow targets for the fiscal year ended September 30, 2016. The 2016 EIP Additional Award vested on December 1, 2017 since Mr. Rouve remained

employed by the Issuer as of such date and the Issuer's 2017 adjusted EBITDA and consolidated free cash flow results were equal to or greater than the comparable results for 2016.

7. Represents shares of the Issuer's common stock withheld to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the 2016 EIP Additional Award portion of Mr. Rouve's 2016 EIP Award.

8. Performance rights granted on December 15, 2016 under the Spectrum Brands Holdings, Inc. 2017 Equity Incentive Plan (the "2017 EIP Award") were earned as of December 1, 2017, and 50% of such performance rights, representing the 2017 EIP Performance Award portion of Mr. Rouve's 2017 EIP Award, settled for 9,272 shares of the Issuer's common stock. In addition, 9,273 shares, representing the 2017 EIP Service Award portion of Mr. Rouve's 2017 EIP Award, will vest on December 1, 2018 if Mr. Rouve remains employed by the Issuer on such first anniversary.

9. Mr. Rouve also shall be eligible to receive up to 87 additional shares, representing the 2017 EIP Additional Award portion of Mr. Rouve's 2017 EIP Award, based on the Issuer exceeding 2017 consolidated free cash flow targets for the fiscal year ended September 30, 2018. The 2017 EIP Additional Award will vest on December 1, 2018 if Mr. Rouve remains employed by the Issuer as of such date and will be payable if the Issuer's consolidated free cash flow results are equal to or greater than the comparable results for 2017.

10. Represents shares of the Issuer's common stock withheld to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the 2017 EIP Performance Award portion of Mr. Rouve's 2017 EIP Award.

11. The shares represent the cash value of the Management Incentive Award under the Issuer's 2017 Management Incentive Plan.

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.

**Remarks:**

/s/ Nathan E. Fagre, attorney-in-  
fact 12/20/2017

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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