

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

**SCHEDULE 13D**  
Under the Securities Exchange Act of 1934  
(Amendment No. 16)

---

**SPECTRUM BRANDS HOLDINGS, INC.**

(Name of Issuer)

---

**COMMON STOCK (PAR VALUE \$0.01 PER SHARE)**

(Title of Class of Securities)

---

**84763R101**

(CUSIP Number)

---

**Ehsan Zargar**  
**Chief Operating Officer and General Counsel**  
**HRG Group, Inc.**  
**450 Park Avenue, 29th Floor**  
**New York, New York 10022**  
**(212) 906-8555**

---

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

---

**December 17, 2017**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

<b>CUSIP No. 84763R101</b>		
1.	Names of Reporting Persons HRG Group, Inc.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 34,339,752
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 34,339,752
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 34,339,752	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 59.6%	
14.	Type of Reporting Person (See Instructions) CO	

### **Item 1. Security and Issuer.**

This Amendment No. 16 to Schedule 13D is being filed by the undersigned to amend the Schedule 13D filed on January 18, 2011, as amended by Amendment No. 1 to the Schedule 13D filed by the undersigned on July 1, 2011, Amendment No. 2 to Schedule 13D filed by the undersigned on July 26, 2011, Amendment No. 3 to Schedule 13D filed by the undersigned on August 2, 2011, Amendment No. 4 to Schedule 13D filed by the undersigned on September 16, 2011, Amendment No. 5 to Schedule 13D filed by the undersigned on December 13, 2011, Amendment No. 6 to Schedule 13D filed by the undersigned on January 20, 2012, Amendment No. 7 to Schedule 13D filed by the undersigned on February 9, 2012, Amendment No. 8 to Schedule 13D filed by the undersigned on March 14, 2012, Amendment No. 9 to Schedule 13D filed by the undersigned on April 5, 2012, Amendment No. 10 to Schedule 13D filed by the undersigned on October 26, 2012, Amendment No. 11 to Schedule 13D filed by the undersigned on March 21, 2013, Amendment No. 12 to Schedule 13D filed by the undersigned on June 7, 2013, Amendment No. 13 to Schedule 13D filed by the undersigned on December 3, 2014, Amendment No. 14 to Schedule 13D filed by the undersigned on May 27, 2015 and Amendment No. 15 to Schedule 13D filed by the undersigned on January 17, 2017 (as amended, the "Schedule 13D") with respect to the shares of Common Stock, par value \$0.01 per share (the "Shares" or "Issuer common stock"), of Spectrum Brands Holdings, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 3001 Deming Way, Middleton, Wisconsin 53562.

### **Item 2. Identify and Background.**

Schedule A, containing the information required by General Instruction C to Schedule 13D with respect to the executive officers and directors of HRG, under the heading "HRG Executive Officers and Directors," is hereby amended and restated in its entirety in the form attached hereto.

### **Item 3. Source and Amount of Funds or Other Consideration.**

No material change.

### **Item 4. Purpose of Transaction.**

Item 4 is hereby amended by adding the following:

"On December 17, 2017, HRG delivered a letter to the Issuer requesting changes in the composition of the Issuer's Board of Directors and the Nominating and Corporate Governance Committee thereof in accordance with the terms of the Issuer's existing governance arrangements (the "December 17 Letter"). A copy of this letter is filed as Exhibit W to Item 7 hereof and is incorporated into this Item 4 by reference.

On December 19, 2017, HRG delivered a letter to the Special Committee of the Board of Directors of the Issuer regarding a potential transaction involving HRG and the Issuer (the "December 19 Letter"). A copy of this letter is filed as Exhibit X to Item 7 hereof and is incorporated into this Item 4 by reference. There can be no assurances that this potential transaction, or any other potential transaction involving HRG and the Issuer, will be consummated, or if a transaction is undertaken, as to its terms or timing. HRG does not intend to provide any further updates or public disclosures until such time as it determines in its sole discretion, as required by law and/or it has entered into definitive documentation with respect to such a transaction."

### **Item 5. Interest in Securities of the Issuer.**

Paragraphs (a), (b) and (c) of Item 5 are hereby amended and restated in their entirety as follows:

"References to percentage ownerships of Shares in this Schedule 13D are based upon the 57,626,070 Shares stated to be outstanding as of November 14, 2017 by the Issuer in its Annual Report on Form 10-K for fiscal year ended September 30, 2017 filed with the SEC on November 16, 2017. Each of the HRG Entities specifically disclaims beneficial ownership in the Shares reported herein or otherwise owned except to the extent it actually exercises voting or dispositive power with respect to such Shares."

(a, b) As of the date hereof, HRG may be deemed to be the beneficial owner of 34,339,752 shares of Issuer common stock, constituting 59.6% of the outstanding shares of Issuer common stock. HRG has the sole power to vote or direct the vote of 0 shares of Issuer common stock; has the shared power to vote or direct the vote of 34,339,752 shares of Issuer common stock; has sole power to dispose or direct the disposition of 0 shares of Issuer common stock; and has shared power to dispose or direct the disposition of 34,339,752 shares of Issuer common stock.

---

(c) The Reporting Persons have not effected any transaction in the Shares during the past 60 days.”

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

No material change.

**Item 7. Material to be Filed as Exhibits.**

[Exhibit W: December 17 Letter](#)

[Exhibit X: December 19 Letter](#)

---

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**HRG GROUP, INC.**

By: /s/ Ehsan Zargar  
Name: Ehsan Zargar  
Title: Chief Operating Officer and General  
Counsel

December 19, 2017

Attention: Intentional misstatements or omissions of fact constitute federal violations (see 18 U.S.C. § 1001).

---

**HRG Executive Officers and Directors**

Name	Business Address	Citizenship	Principal Occupation
Joseph S. Steinberg	c/o HRG Group, Inc. 450 Park Avenue, 29 <sup>th</sup> Floor New York, NY 10022	U.S.	Chairman of the Board and Chief Executive Officer
David M. Maura	c/o HRG Group, Inc. 450 Park Avenue, 29 <sup>th</sup> Floor New York, NY 10022	U.S.	Director
Curtis Glovier	c/o HRG Group, Inc. 450 Park Avenue, 29 <sup>th</sup> Floor New York, NY 10022	U.S.	Director
Frank Ianna	c/o HRG Group, Inc. 450 Park Avenue, 29 <sup>th</sup> Floor New York, NY 10022	U.S.	Director
Gerald Luterman	c/o HRG Group, Inc. 450 Park Avenue, 29 <sup>th</sup> Floor New York, NY 10022	U.S.	Director
Andrew McKnight	c/o HRG Group, Inc. 450 Park Avenue, 29 <sup>th</sup> Floor New York, NY 10022	U.S.	Director
Andrew Whittaker	c/o HRG Group, Inc. 450 Park Avenue, 29 <sup>th</sup> Floor New York, NY 10022	U.S.	Director
George Nicholson	c/o HRG Group, Inc. 450 Park Avenue, 29 <sup>th</sup> Floor New York, NY 10022	U.S.	Senior Vice President, Chief Financial Officer and Chief Accounting Officer
Ehsan Zargar	c/o HRG Group, Inc. 450 Park Avenue, 29 <sup>th</sup> Floor New York, NY 10022	Canada	Chief Operating Officer and General Counsel

**HRG GROUP, INC.**  
**450 Park Avenue, 29<sup>th</sup> Floor**  
**New York, NY 10022**  
**(212) 906-8555**

December 17, 2017

Spectrum Brands Holdings, Inc.  
3001 Deming Way  
Middleton, WI 53562  
Attention: General Counsel

Ladies and Gentlemen:

HRG Group, Inc., a Delaware corporation ("**HRG**"), hereby requests that:

- the Board of Directors of Spectrum Brands Holdings, Inc. , a Delaware corporation ("**SB**"), be expanded to consist of ten directors;
- Mr. Drew McKnight and Mr. Brian Friedman be added as directors to the expanded SB Board of Directors;
- the Nominating and Corporate Governance Committee of the Board of Directors of SB (the "**NCG Committee**") be expanded to consist of five directors;
- Mr. Joseph Steinberg, Mr. Drew McKnight and Mr. Ehsan Zargar be added as members of the NCG Committee; and
- A meeting of the expanded NCG Committee be held as soon as possible and in any event before the proxy statement for the recently scheduled annual meeting of SB's shareholders is filed with the Securities and Exchange Commission.

If you should have any questions, please call me at 212-906-8555.

Very truly yours,

/s/ George Nicholson  
George Nicholson  
Senior Vice President, Chief Financial Officer and  
Chief Accounting Officer

---

**HRG GROUP, INC.**  
**450 Park Avenue, 29<sup>th</sup> Floor**  
**New York, NY 10022**  
**(212) 906-8555**

December 19, 2017

Special Committee of the Board of Directors  
Spectrum Brands Holdings, Inc.  
3001 Deming Way  
Middleton, WI 53562

Ladies and Gentlemen:

We have had several discussions about a potential transaction between HRG Group Inc. (“**HRG**”) and Spectrum Brands Holdings, Inc. (“**Spectrum**”). We are desirous to reach agreement, and in order to facilitate discussions between the Spectrum special committee and your shareholders, we wanted to make public our proposal so you can receive input from your shareholders.

To this end, HRG is interested in pursuing a merger transaction whereby:

- the existing HRG/Spectrum holding company structure is collapsed;
- the HRG stockholders’ ownership in the combined enterprise will equal the number of Spectrum shares held by HRG pre-merger on a 1-for-1 basis, which will be adjusted based on HRG’s net debt at closing *divided by* the VWAP of the Spectrum shares during the 20 day period prior to closing;
- in exchange for terminating HRG’s existing shareholders agreement and other governance arrangements relating to Spectrum and conveying HRG’s over \$1.5 billion in gross tax attributes to Spectrum, the pre-merger HRG stockholders receive an additional \$200 million cash payment;
- HRG designates three members of the post-merger company’s board of directors, with Spectrum designating the rest;
- HRG agrees not to purchase or sell any Spectrum shares prior to the closing of the merger and HRG’s two largest stockholders each agrees to a post-closing lock-up prohibiting purchasing or selling any shares in the combined company for 12 months after closing; and
- each of HRG and Spectrum bear their own costs and expenses in connection with the transaction.

Any merger agreement would be subject to the approval of a special committee of the disinterested and independent directors of Spectrum and, in addition to other customary closing conditions, the merger would require the non-waivable “majority of the minority” approval of the Spectrum shareholders.

---



We are very enthusiastic about our ownership interest in Spectrum and its future, and will remain so whether or not a merger is consummated. We are available to discuss the foregoing at your convenience.

Very truly yours,

/s/ Joseph Steinberg

Joseph Steinberg

---