SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] Lewis Randal D.	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)
C/O SPECTRUM BRANDS HOLDINGS, INC.
3001 DEMING WAY

(Street)
MIDDLETON   WI   53562

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2022

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director   10% Owner
X   Officer (give title below)   Other (specify below)
EVP & COO

6. Individual or Joint/Group Filing (Check Applicable Line)
X   Form filed by One Reporting Person
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	12/02/2022		M		31,202[(1)]	A	$0[(2)]	99,543	I	Lewis Revocable Trust
Common Stock	12/02/2022		F		13,932[(3)]	D	$66.68	85,611	I	Lewis Revocable Trust

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 Securities Underlying Derivative 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				
Restricted Stock Units	[(2)]	12/02/2022		M		10,597		[(4)]	[(4)]	Common Stock	0.0	$0	0	D	

Explanation of Responses:

1. Includes both time based (10,597) and performance based (20,605) restricted stock units that vested on December 2, 2022.
2. Restricted stock units convert into common stock on one-for-one basis.
3. Represents the disposition or withholding of shares of Common Stock to the Issuer to satisfy the reporting person's tax liability resulting from the vesting of restricted stock.
4. On December 16, 2019, the reporting person was granted 10,597 time based restricted stock units that vested on December 2, 2022.

Remarks:

/s/ Rich Bretwisch, Attorney-in-fact for Randal D. Lewis   12/06/2022
** 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.
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 Number.