FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.	C. 20549
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STATEMENT	OF CHANGES I	N BENEFICIAL	OWNERSHIP

OMB APPROVAL										
OMB Number: 3235-0287										
Estimated average burden										
hours per response	e: 0.5									

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

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

Code (Instr. 4) Code (Instr. 8) Code (Instr. 4) Code (Inst	Name and Address of Reporting Person* POLISTINA TERRY					2. Issuer Name and Ticker or Trading Symbol Spectrum Brands Holdings, Inc. [SPB]								heck all ap X Dire	ctor	ng Pei	10% O	wner		
(Street) MIDDLETON WI 53562 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 4) 3. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and S) (Instr. 3)	C/O SPECTRUM BRANDS HOLDINGS, INC.																			specify
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 4) Code V Amount (A) or (D) Price (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired (Instr. 3) 3. Transaction Date (Instr. 4) Table II - Derivative Securities Acquired (Instr. 3) 3. Transaction Date (Instr. 4) 4. Securities Acquired (Instr. 3) Table II - Derivative Securities Acquired (Instr. 4) Table II - Derivative Securities Acquired (Instr. 3) 3. Transaction Date (Instr. 4) 4. Securities Acquired (Instr. 4) Table II - Derivative Securities Acquired (Instr. 3) 3. Transaction Date (Instr. 4) 4. Securities Acquired (Instr. 4) Table II - Derivative Sec	(Street)	ETON W	T 5			4. If A									ne) X Forr Forr	Form filed by One Reporting Person Form filed by More than One Reporting				
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Common Stock 12/22/2020 A 2,227(1) A \$0 35,216 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. Transaction Date Execution Date, (Month/Day/Year) (Instr. 3) (Instr. 4) 4. Transaction Date Execution Date, (Month/Day/Year) (Month/Day/Year) (Instr. 5) 5. Number of Derivative Securities (Month/Day/Year) (Instr. 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 5) 7. Title and Amount of Securities (Month/Day/Year) (Instr. 5) 8. Price of Derivative Securities Securities (Month/Day/Year) (Instr. 5) 9. Number of Derivative Securities (Month/Day/Year) (Instr. 4) 9. Number of Derivative Securities (Month/Day/Year) (Instr. 4) 9. Number of Derivative Securities (Month/Day/Year) 11. Nature of Derivative Securities (Month/Day/Year) 12/22/2020 1. Title of Derivative Securities (Month/Day/Year) 2. A mount of Securities (Month/Day/Year) 3. Transaction (Securities (Month/Day/Year) 4. Title and Amount of Securities (Month/Day/Year) 9. Number of Derivative Securities (Month/Day/Year) 9. Number of Derivative Securities (Month/Day/Year) 1. Title of Deriv	1. Title of Security (Instr. 3) 2. Transact Date			tion 2A. Deemed Execution Date, if any		3. 4. Securities / Disposed Of (Code (Instr. 5)		es Acquired (A		(A) or	5. Am Secur Benef Owne	ount of ities icially d Following	Form (D) o	n: Direct r Indirect	of Indirect Beneficial Ownership					
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Explanation of Responses:

1. Reporting Person was awarded restricted stock units under the Company's 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer and which are scheduled to vest on October 1, 2021 if Reporting Person is a director of the Issuer on such date.

Remarks:

/s/ Rich Bretwisch, Attorneyin-fact for Terry Polistina

12/23/2020

** 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.