

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative (Instr. 3)	2. Conversion Date (Month/Day/Year)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	V (Instr. 8)	(A) Num (Instr. 8)	(D) Dir (Instr. 8)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title of Underlying Security (Instr. 3)	Amount of Shares (Instr. 3)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
<p>1. These shares were acquired pursuant to a stock dividend reinvestment plan.</p> <p>2. Pursuant to the Agreement and Plan of Merger dated February 24, 2018, (the "Merger Agreement"), each share of common stock of Spectrum was converted into one share of common stock of HRG as of June 8, 2018, by and among Spectrum Holdings, Inc. ("Spectrum") and HRG Holdings, Inc. ("HRG") (the "Merger Agreement").</p> <p>3. Reporting Person was awarded 2,313 restricted stock units under the Spectrum Brand Holdings, Inc. 2011 Omnibus Equity Award Plan which are scheduled to vest on October 1, 2018. Pursuant to the Merger Agreement, these restricted stock units were assumed by HRG in the Merger and were automatically converted into an equal number of restricted stock units of HRG common stock.</p> <p>Remarks:</p> <p align="right">/s/ Nathan E. Fagre, attorney-in-fact 07/17/2018</p> <p>** Signature of Reporting Person Date</p>															

** 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.