#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

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

## MENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number: 3235-02							
Estimated average burden							
hours per response:	0.5						

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

Name and Address of Reporting Person*     POLISTINA TERRY					2. Issuer Name <b>and</b> Ticker or Trading Symbol Spectrum Brands Holdings, Inc. [SPB]									heck all ap	plicable) ctor	10% Owner	
CTRUM E	RANDS HOLDI	(Middle) HOLDINGS, INC.				3. Date of Earliest Transaction (Month/Day/Year) 10/02/2017											(specify /)
ETON W	71 5			- 4. If	If Amendment, Date of Original Filed (Month/Day/Year)							ne) X Forr Forr	vidual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
(City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Di			Date	Date		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)					d Secur Benef Owne	ities icially d Following	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	Trans	action(s)		(
Common Stock 10/				2/2017	/2017			A		2,360	1)	Α	\$0	) 2	24,523	D	
Common Stock 10/					2/2017					142(2)		A	\$0	) 2	24,665	D	
	Та													Owned			
ecurity or Exercise (Month/Day/Year) if any		Date,	4. Transaction Code (Instr. 8)		of Deriv Secu Acqu (A) or Dispo of (D) (Instr	ative rities ired osed	Expiratio	n Date	Amount of Securities Underlying Derivative Security (Instr. and 4)  Amoun or Number		unt	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(FOUNT OF THE PRINCE OF THE PR	(First) (CTRUM BRANDS HOLDIMING WAY  ETON WI STABLE (State) (Table (State) (Table (State) (Table (Month/Day/Year) (Month/Day/Year)	(First) (Middle) CTRUM BRANDS HOLDINGS, IN MING WAY  ETON WI 53562  (State) (Zip)  Table I - Nor Security (Instr. 3)  Stock  Stock  Table II - I ( 2. Conversion or Exercise Price of Derivative (Month/Day/Year)  Stock (Month/Day/Year)  2. (State) (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock (Month/Day/Year)	(First) (Middle) CTRUM BRANDS HOLDINGS, INC. MING WAY  ETON WI 53562  (State) (Zip)  Table I - Non-Derive (Month/)  Security (Instr. 3)  2. Trans Date (Month/)  Stock 10/02  Table II - Derivative (e.g., pince of perivative (Month/)Day/Year)  2. (Month/)Day/Year)	(First) (Middle)  CTRUM BRANDS HOLDINGS, INC.  MING WAY  Table I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative S (e.g., puts, comparing the stock of Date (Month/Day/Year)  2. 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MING WAY  Table I - Non-Derivative Securities Accurity (Instr. 3)  Stock  Table II - Derivative Securities Acques (e.g., puts, calls, warrants, of Execution Date of	Spectrum Brands Hold:  (First) (Middle)  CTRUM BRANDS HOLDINGS, INC.  MING WAY   Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Stock  10/02/2017  A  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Securities Acquired (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option)  2. Conversion or Exercise (Month/Day/Year)  A  Table II - Derivative Securities Acquired, Date (if any (Month/Day/Year))  (Month/Day/Year)  A  Date  Date  Date  Date  Date	Spectrum Brands Holdings  (First) (Middle) CTRUM BRANDS HOLDINGS, INC.  MING WAY  4. If Amendment, Date of Original Filed  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dister (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Stock  10/02/2017  A  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, cut of (Month/Day/Year)  (Month/Day/Year)  5. Date Exercise Acquired, Disposed of (D) (Instr. 3, 4 and 5)  4. Date Exercise (Month/Day/Year)  (Month/Day/Year)  Date	(First) (Middle) CTRUM BRANDS HOLDINGS, INC. MING WAY  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. 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Date Exercisable and Expiration Date (Month/Day/Year)  8. Date Exercisable and Expiration Date (Month/Day/Year)  8. Date Exercisable and Expiration Date (Month/Day/Year)	Spectrum Brands Holdings, Inc. [SPB 1   Spectrum Brands Holdings, Inc. [SPB 2   Spectrum Brands Holdings, Inc. [SPB 3   Spec	(First) (Middle) CTRUM BRANDS HOLDINGS, INC. MING WAY  Table I - Non-Derivative Securities Acquired, Disposed of, or Bene (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (O) (Instr. 3)  2. 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Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 16)  Stock  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 16)  Stock  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 16)  Stock  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 16)  Stock  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 16)  Stock  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 14)  Stock  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 14)  Stock  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 14)  Amount of Securities Acquired (Month/Day/Year)  Security  A 142(2) A \$C  Table II - Derivative Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Table II - Derivative Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Table II - Derivative Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Table II - Derivative Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Table II - Derivative Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Table II - Derivative Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Table II - Derivative Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Table II - Derivative Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Amount of Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Amount of Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Amount of Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Amount of Securities Acquired (Month/Day/Year)  A 142(2) A \$C  Amount of Securities Acquired (Month/Day/Year)	Spectrum Brands Holdings, Inc. [SPB]   Spectrum Brands Holdings, Inc. [SPB]   Check all ap X Direction of the Direction of the Date (Month/Day/Year)   Sale of Earliest Transaction (Month/Day/Year)   Sale of City of Earliest Transaction (Month/Day/Year)   Sale of City of Earliest Transaction (Month/Day/Year)   Sale of Earliest Transaction (Month/Day/Year)   Sale of City of Earliest Transaction (Month/Day/Year)   Sale of Earliest Transaction (Month/Day/Year)   Sale of Earliest Transaction (Month/Day/Year)   Sale of City of City of Earliest Transaction (Month/Day/Year)   Sale of City of City of Earliest Transaction (Month/Day/Year)   Sale of City of City of Earliest Transaction (Month/Day/Year)   Sale of City of City of Earliest Transaction (Month/Day/Year)   Sale of City of City of Earliest Transaction (Month/Day/Year)   Sale of City of City of Earliest Transaction (Month/Day/Year)   Sale of City	Spectrum Brands Holdings, Inc. [SPB]   Check all applicable]   X Director Officer (give title below)	Spectrum Brands Holdings, Inc. [SPB]   Check all applicable)   X   Director   10%   Other below   Ot

## **Explanation of Responses:**

- 1. Reporting Person was awarded 2,360 restricted stock units under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer and which are scheduled to vest in full on October 1, 2018, if Reporting Person is a director of the Issuer on such date.
- 2. Reporting Person was awarded 142 restricted stock units under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer and which vested in full on October 2, 2017. The restricted stock units were awarded to the Reporting Person in connection with his service as chairman of the Audit Committee during fiscal year 2017.

#### Remarks:

/s/ Nathan E. Fagre, attorneyin-fact

10/04/2017

\*\* 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.

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.