

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Rouve Andreas</u> <hr/> (Last) (First) (Middle) C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY <hr/> (Street) MIDDLETON WI 53562 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/19/2013	3. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [SPB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, International	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	34,554	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Performance Rights ⁽¹⁾	(2)(3)	(2)(3)	Common Stock 27,000	(2)(3)	D	

Explanation of Responses:

- Each performance right represents a contingent right to receive one share of the Issuer's common stock.
- Up to 50% of such performance rights granted on December 7, 2012, under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 (the "Performance Vesting Date") ("Performance Award"). In addition, an amount equal to the Performance Award will vest, if Mr. Rouve is employed by the Issuer through the first anniversary of the Performance Vesting Date ("Service Award"). Mr. Rouve will also be eligible to receive up to 7,000 additional shares ("Additional Award") within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2014 and if Mr. Rouve is employed by the Issuer at that date. The Performance Award, the Service Award and the Additional Award together constitute the 2013 Award.
- Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award, which represents achievement of 135% of the performance targets. If 100% of the performance targets is achieved, 20,000 shares are issuable upon full vesting of the 2013 Award.

Remarks:

/s/ Nathan E. Fagre

11/27/2013

** 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 5 (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.

Know all by these presents, that the undersigned hereby constitutes and appoints each of the Persons listed on Schedule A, or either of them signing singly, ar

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, inc:
 - (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Spectrum Brands Holdings, Inc. (the "Company"), Form
 - (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, comple
 - (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best :
- The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, neces

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersig

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of September, 2013.

/s/ Andreas Rouve
Andreas Rouve

Schedule A

- 1. Anthony L. Genito,
Chief Financial Officer
- 2. Nathan E. Fagre
Senior Vice President, General Counsel and Secretary
- 3. Heather L. Clefish,
Division Vice President, Senior Corporate Counsel
- 4. Cassandra Best
Corporate Counsel
- 5. Corinne Lawson
Barnes & Thornburg LLP
- 6.