

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Spectrum Brands Holdings, Inc.		2 Issuer's employer identification number (EIN) 27-2166630	
3 Name of contact for additional information David Prichard	4 Telephone No. of contact (608) 278-6141	5 Email address of contact david.prichard@spectrumbrands.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 3001 Deming Way		7 City, town, or post office, state, and Zip code of contact Middleton, WI 53562	
8 Date of action December 19, 2017	9 Classification and description Common Stock Distribution		
10 CUSIP number 84763R101	11 Serial number(s)	12 Ticker symbol SPB	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On December 19, 2017, Spectrum Brands Holdings, Inc. ("Issuer") made a cash distribution of \$0.42 per share for a total of \$24,209,234.70 to its shareholders of record on November 28, 2017.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The distribution per share was \$0.42. The basis of \$0.42 per share is a reduction in the stock basis in each share.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **When a cash distribution (or other distribution of property) is made by a corporation, it is treated as a taxable dividend to the extent of the current and accumulated earnings and profits ("E&P") of that corporation at the date of the distribution or, in certain cases, at the end of the tax year in which the distribution was made. In order to determine what portion of this cash distribution should be treated as a taxable dividend versus return of capital/capital gain, Issuer completed a computation of accumulated E&P as of September 30, 2017 with an estimate of current E&P for the year ended July 13, 2018. According to this computation, Issuer had approximately \$0 of E&P per outstanding share of stock. As a result, the distribution of \$0.42 per share resulted in a nondividend distribution of \$0.42 per share.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

Section 316 - Dividend defined _____

Section 317 - Property defined _____

Section 301 - Distributions of property _____

Section 312 - Effect on earnings and profits _____

Reg. Section 1.1502-33 - Earnings and profits (this section applies to taxpayers filing a consolidated Federal corporate income tax return) _____

Other sections further defining adjustments to E&P that are not contained in section 312 _____

18 Can any resulting loss be recognized? ▶ This distribution would not create a loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The adjustment to basis would be

taken into account in the tax year of the shareholder during which the distribution was received (e.g., 2017 for calendar year taxpayers).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ *Joanne P. Chomiak* Date ▶ *1/11/2019*

Paid Preparer Use Only	Print your name ▶ Joanne P. Chomiak		Title ▶ SVP - Tax & Treasury	
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	Firm's name ▶	Firm's EIN ▶		Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054