FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Shington, D.C. 20549		

OMB APPROVAL								
OMB Number:	3235-0287							
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0.5

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

(Last) (First) (Middle) C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY  (Street) MIDDLETON WI 53562  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. A Deemed Date (Month/Day/Year)  (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Individual or Joint/Group Filing (Check Are Line)  X Form filed by One Reporting Pers Form filed by One Reporting Person  5. Amount (A) or Price (B) or Indirect (B) or	1. Name and Address of Reporting Person*  Ambrecht Kenneth C				2. Issuer Name and Ticker or Trading Symbol Spectrum Brands Holdings, Inc. [ SPB ]								(Check all app		ship of Reporting Pe applicable) irector		Person(s) to Issuer				
(Street) MIDDLETON WI 53562  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Non-Derivative Securities Acquired, Disposed of (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Street)  X Form filed by More than One Represon  3. Transaction Disposed of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Securities Acquired (D) or indirect (D)	C/O SPECTRUM BRANDS HOLDINGS, INC.																Other below)	(specify			
City   (State   City   City   (State   City   Cit				4. If	Line)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year) of Date (Instr. 3)  2. Transaction Date (Month/Day/Year) of Date (Month/Day/Year)  3. Transaction (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Price of Disposed of (D) or Indirect (I) (Instr. 4)  7. Title and Amount of Securities Date (Month/Day/Year) Of Securities Date (Month/Day/Year)  8. Price of Derivative Securities Date (Month/Day/Year) Of Securities Derivative Securities Prome Disposed of (D) (Instr. 4)  7. Title and Amount of Securities Derivative Securities Derivative Securities Derivative Securities Derivative Securities Direct (D) Owned Following Reported (I) (Instr. 4)  8. Price of Derivative Securities Derivative Securities Derivative Securities Derivative Securities Prome Direct (D) Owned Following Reported (I) (Instr. 4)		WI 53		53562	62 											A	Form	n filed by Mo	•	•	
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3) or Exercise Price of Derivative Security Security Security  1. Title of Derivative Security (Instr. 3) or Exercise Price of Derivative Security Securities Security (Month/Day/Year)  1. Title of Derivative Securities Securities Securities Securities Securities Securities Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Securities Securities Securities Securities Securities Security (Instr. 3) Ownership Form: Ownership Securities Acquired (A) or Disposed Security (Instr. 3) Ownership Securities Security (Instr. 5) Ownership Securities Sec									Code	v	Amount		(A) or (D)	Price		Transaction(s)				(111341. 4)	
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise (Price of Derivative Security  Security  1. Title of Derivative Security  1. Title of Derivative Security  1. Title of Derivative Security  2. Conversion or Exercise (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities (Month/Day/Year)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Securities Securities Acquired (A) or Disposed  10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Common Stock 07/13			07/13/	/2018			A		23,202(1)		A	\$0		25,620 <sup>(2)</sup>			D			
Derivative Security (Instr. 3) Price of Derivative Security (Security Security Securities Acquired (A) or Disposed Security Security Security Security Security Security Securities Security (Instr. 5) Securities Security Securities Secu																					
(Instr. 3, 4 and 5)  Amount or Number	Derivative Security	rsion Date rcise (Month/Day/Year) of tive	ative Crity o	Date (Month/Day/Year) Exec	ecution Date, ny	Transaction Code (Instr. 8) S A (// D (I I I I I I I I I I I I I I I I I I		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiratio	xpiration Date Nonth/Day/Year)		Amount of Securities Underlying Derivative Security (Instr. and 4)		ount	Deri Seci	rivative curity str. 5)	derivative Securities Beneficially Owned Following Reported Transaction(	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

## **Explanation of Responses:**

1. Represents shares of common stock of the Issuer ("Issuer Shares") and restricted stock units with respect to Issuer Shares that were acquired in exchange for an equal number of shares of common stock of Spectrum Brands Legacy, Inc. (f/k/a Spectrum Brands Holdings, Inc.), a Delaware corporation ("Legacy Spectrum"), and restricted stock units with respect to shares of common stock of Legacy Spectrum in connection with a merger (the "Merger") pursuant to which Legacy Spectrum became a direct subsidiary of the Issuer.

2. Includes 2,418 Issuer Shares resulting from a reverse stock split whereby, as of immediately prior to the effective time of the Merger, each Issuer Share was combined into 0.1613 Issuer Shares.

/s/ Nathan E. Fagre, Attorneyin-Fact 07/17/2018

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.

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