

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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:	3235-0287
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1. Name and Address of Reporting Person* <u>Rouve Andreas</u> (Last) (First) (Middle) <u>C/O SPECTRUM BRANDS HOLDINGS, INC.</u> <u>3001 DEMING WAY</u> (Street) <u>MIDDLETON WI 53562</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [SPB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, International & COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2015</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	12/01/2015		M		9,210	A	(1)	66,791	D	
Common Stock	12/01/2015		S		4,582 ⁽²⁾	D	\$95.25	62,209	D	
Common Stock	12/01/2015		M		1,530	A	(3)	63,739	D	
Common Stock	12/01/2015		S		762 ⁽⁴⁾	D	\$95.25	62,977	D	
Common Stock	12/01/2015		M		2,578	A	(5)	65,555	D	
Common Stock	12/01/2015		S		1,283 ⁽⁶⁾	D	\$95.25	64,272	D	
Common Stock	12/01/2015		M		428	A	(7)	64,700	D	
Common Stock	12/01/2015		S		213 ⁽⁸⁾	D	\$95.25	64,487	D	
Common Stock	12/01/2015		M		2,311	A	(9)	66,798	D	
Common Stock	12/01/2015		S		1,150 ⁽¹⁰⁾	D	\$95.25	65,648	D	
Common Stock	12/01/2015		M		10,339	A	(11)(12)	75,987	D	
Common Stock	12/01/2015		S		5,144 ⁽¹³⁾	D	\$95.25	70,843	D	
Common Stock	12/01/2015		M		5,393	A	(14)(15)	76,236	D	
Common Stock	12/01/2015		S		2,684 ⁽¹⁶⁾	D	\$95.25	73,552	D	
Common Stock	12/01/2015		A		7,046	A	(17)	80,598	D	
Common Stock	12/01/2015		S		3,506 ⁽¹⁸⁾	D	\$95.25	77,092	D	

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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Performance Rights ⁽¹⁹⁾	(1)(3)	12/01/2015		M			10,740	(1)(3)	(1)(3)	Common Stock	10,740	(1)(3)	0	D
Performance Rights ⁽¹⁹⁾	(5)(7)	12/01/2015		M			3,006	(5)(7)	(5)(7)	Common Stock	3,006	(5)(7)	0	D
Performance Rights ⁽¹⁹⁾	(9)	12/01/2015		M			2,311	(9)	(9)	Common Stock	2,311	(9)	0	D
Performance Rights ⁽¹⁹⁾	(11)(12)	12/01/2015		M			10,339	(11)(12)	(11)(12)	Common Stock	10,339	(11)(12)	17,831	D
Performance Rights ⁽¹⁹⁾	(14)(15)	12/01/2015		M			5,393	(14)(15)	(14)(15)	Common Stock	5,393	(14)(15)	9,301	D

Explanation of Responses:

1. The remaining 50 percent of the performance rights granted on November 29, 2013 under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan vested on December 1, 2015, and such performance rights, representing the 2014 EIP Service Award portion of Mr. Rouve's 2014 EIP Award, settled for 9,210 shares of the Issuer's common stock.
2. These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the 2014 EIP Service Award portion of Mr. Rouve's 2014 EIP Award.
3. Mr. Rouve also received 1,530 additional shares, representing the 2014 EIP Additional Award portion of Mr. Rouve's 2014 EIP Award, as the Issuer exceeded by a certain percentage the 2014 adjusted EBITDA and consolidated cash flow targets for the 2014 EIP Performance Award for the fiscal year ended September 30, 2014, and the Issuer's 2015 adjusted EBITDA and consolidated cash flow results for the fiscal year ended September 30, 2015 were greater than the comparable results for 2014.
4. These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the 2014 EIP Additional Award portion of Mr. Rouve's 2014 EIP Award.
5. The remaining 50 percent of the performance rights granted on February 10, 2014 under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan vested on December 1, 2015, and such performance rights, representing the 2014 EIP Service Award portion of Mr. Rouve's 2014 EIP Award, settled for 2,578 shares of the Issuer's common stock.
6. These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the 2014 EIP Service Award portion of Mr. Rouve's 2014 EIP Award.
7. Mr. Rouve also received 428 additional shares, representing the 2014 EIP Additional Award portion of Mr. Rouve's 2014 EIP Award, as the Issuer exceeded by a certain percentage the 2014 adjusted EBITDA and consolidated cash flow targets for the 2014 EIP Performance Award for the fiscal year ended September 30, 2014, and the Issuer's 2015 adjusted EBITDA and consolidated cash flow results for the fiscal year ended September 30, 2015 were greater than the comparable results for 2014.
8. These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the 2014 EIP Additional Award portion of Mr. Rouve's 2014 EIP Award.
9. The remaining 50 percent of the performance rights granted on December 1, 2014 under the Spectrum Brands Holdings, Inc. 2013 Spectrum 750 Plan vested on December 1, 2015, and such performance rights, representing the SPB750 Service Award portion of Mr. Rouve's SPB750 Service Award, settled for 2,311 shares of the Issuer's common stock.
10. These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of the SPB750 Service Award portion of Mr. Rouve's SPB750 Service Award.
11. 96.6 percent of the performance rights granted on December 15, 2014 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan ("2015 EIP Award") were earned as of December 1, 2015, and one-half of such performance rights, representing the 2015 EIP Performance Award portion of Mr. Rouve's 2015 EIP Award, settled for 10,339 shares of the Issuer's common stock.
12. In addition, 10,339 shares, representing the 2015 EIP Service Award portion of Mr. Rouve's 2015 EIP Award, will vest on December 1, 2016, if Mr. Rouve remains employed by the Issuer on such first anniversary. Mr. Rouve shall also be eligible to receive up to 7,492 additional shares, representing the 2015 EIP Additional Award portion of Mr. Rouve's 2015 EIP Award, based on the Issuer exceeding by a certain percentage the 2015 adjusted EBITDA and 2015 FCF targets for the fiscal year ended September 30, 2015. The 2015 EIP Additional Award will vest on December 1, 2016 if Mr. Rouve remains employed by the Issuer as of such date and if the Issuer's 2016 adjusted EBITDA and free cash flow results are equal to or greater than the comparable results for 2015.
13. These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the 2015 EIP Performance Award portion of Mr. Rouve's 2015 EIP Award.
14. 96.6 percent of the performance rights granted on April 1, 2015 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan ("2015 EIP Award") were earned as of December 1, 2015, and one-half of such performance rights, representing the 2015 EIP Performance Award portion of Mr. Rouve's 2015 EIP Award, settled for 5,393 shares of the Issuer's common stock.
15. In addition, 6,720 shares, representing the 2015 EIP Service Award portion of Mr. Rouve's 2015 EIP Award, will vest on December 1, 2016, if Mr. Rouve remains employed by the Issuer on such first anniversary. Mr. Rouve shall also be eligible to receive up to 3,908 additional shares, representing the 2015 EIP Additional Award portion of Mr. Rouve's 2015 EIP Award, based on the Issuer exceeding by a certain percentage the 2015 adjusted EBITDA and 2015 FCF targets for the fiscal year ended September 30, 2015. The 2015 EIP Additional Award will vest on December 1, 2016 if Mr. Rouve remains employed by the Issuer as of such date and if the Issuer's 2016 adjusted EBITDA and free cash flow results are equal to or greater than the comparable results for 2015.
16. These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights of the 2015 EIP Performance Award portion of Mr. Rouve's 2015 EIP Award.
17. The shares represent the cash value of the Management Incentive Award under the Issuer's 2015 Management Incentive Plan.
18. These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Rouve's tax withholding requirements resulting from the grant of his Management Incentive Award.
19. Each performance right represents a contingent right to receive one share of the Issuer's common stock.

Remarks:

/s/ Nathan E. Fagre, attorney- 12/03/2015
in-fact

** 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.

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