

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>FAGRE NATHAN E</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, GC and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2015</u>	
	4. 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 <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		1,044	A	(1)	20,129	D	
Common Stock	12/01/2015		S		518 ⁽²⁾	D	\$95.25	19,611	D	
Common Stock	12/01/2015		M		9,210	A	(3)	28,821	D	
Common Stock	12/01/2015		S		4,569 ⁽⁴⁾	D	\$95.25	24,252	D	
Common Stock	12/01/2015		M		1,530	A	(5)	25,782	D	
Common Stock	12/01/2015		S		759 ⁽⁶⁾	D	\$95.25	25,023	D	
Common Stock	12/01/2015		M		6,720	A	(7)(8)	31,743	D	
Common Stock	12/01/2015		S		3,334 ⁽⁹⁾	D	\$95.25	28,409	D	
Common Stock	12/01/2015		A		2,622	A	(10)	31,031	D	
Common Stock	12/01/2015		S		1,301 ⁽¹¹⁾	D	\$95.25	29,730	D	
Common Stock	12/02/2015		G		125	D	\$0	29,605	D	
Common Stock	12/02/2015		S		2,697 ⁽¹²⁾	D	\$94.42	26,908	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 ⁽¹³⁾	(1)	12/01/2015		M			1,044	(1)	(1)	Common Stock	1,044	(1)	0	D
Performance Rights ⁽¹³⁾	(3)(5)	12/01/2015		M			10,740	(3)(5)	(3)(5)	Common Stock	10,740	(3)(5)	0	D
Performance Rights ⁽¹³⁾	(7)(8)	12/01/2015		M			6,270	(7)(8)	(7)(8)	Common Stock	18,311	(7)(8)	11,591	D

Explanation of Responses:

- The remaining 50% of the performance rights granted on February 4, 2013 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. Fagre's SPB750 Service Award, settled for 1,044 shares of the Issuer's common stock.
- These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of the SPB750 Service Award portion of Mr. Fagre's SPB750 Service Award.
- The remaining 50% 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. Fagre's 2014 EIP Award, settled for 9,210 shares of the Issuer's common stock.
- These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of performance rights of the 2014 EIP Service Award portion of Mr. Fagre's 2014 EIP Award.
- Mr. Fagre also received 1,530 additional shares, representing the 2014 EIP Additional Award portion of Mr. Fagre'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.
- These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of performance rights of the 2014 EIP Additional Award

portion of Mr. Fagre's 2014 EIP Award.

7. 96.6% 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. Fagre's 2015 EIP Award, settled for 6,720 shares of the Issuer's common stock.

8. In addition, 6,720 shares, representing the 2015 EIP Service Award portion of Mr. Fagre's 2015 EIP Award, will vest on December 1, 2016, if Mr. Fagre remains employed by the Issuer on such first anniversary. Mr. Fagre shall also be eligible to receive up to 4,870 additional shares, representing the 2015 EIP Additional Award portion of Mr. Fagre'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. Fagre 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.

9. These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of performance rights of the 2015 EIP Performance Award portion of Mr. Fagre's 2015 EIP Award.

10. These shares of the Issuer's common stock represent the cash value of the Management Incentive Award under the Issuer's 2015 Management Incentive Plan.

11. These shares of the Issuer's common stock were sold in a private sale to satisfy Mr. Fagre's tax withholding requirements resulting from the grant of his Management Incentive Award.

12. These shares of the Issuer's common stock were sold to satisfy Mr. Fagre's tax obligations.

13. Each performance right represents a contingent right to receive one share of the Issuer's common stock.

Remarks:

/s/ Nathan E. Fagre

12/03/2015

** 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.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Heather Clefisch, Sara Pollock, Stacey Neu, and Peggy Bartlett, or any of them signing singly, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (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, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of Spectrum Brands Holdings, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder;
- (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, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (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 interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. 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 undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of December, 2014.

/s/ Nathan E. Fagre

Signature

Nathan E. Fagre

Printed Name