

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers' Compensatory Arrangements of Certain Officers

(c) Appointment of Principal Officers

On March 17, 2020, Daniel L. Karpel was appointed Vice President, Corporate Controller, and Chief Accounting Officer of Spectrum Brands Holdings, Inc. (the "Company").

Mr. Karpel, 49, joins the Company with more than 25 years of accounting and finance experience, most recently serving as Executive Vice President and Chief Financial Officer of Save-A-Lot, one of the largest discount grocery chains in the United States. From 2008 to 2016, Mr. Karpel served in various roles of increasing responsibility at Caleres, Inc. (NYSE: CAL), a diverse portfolio of global footwear brands, including serving as its Senior Vice President, Chief Accounting Officer, and Treasurer. Prior experiences of Mr. Karpel include accounting and finance roles at Kellwood Company, Spartech, NuVox Communications, and Ernst & Young. Mr. Karpel holds a B.S in Accounting from the University of Missouri – Columbia.

There are no arrangements or understandings between Mr. Karpel and any other persons pursuant to which Mr. Karpel was named as Vice President, Corporate Controller, and Chief Accounting Officer of the Company. In addition, Mr. Karpel does not have any family relationships with any executive officer or director of the Company, and he is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K, and no such transactions are currently contemplated.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 17, 2020

**SPECTRUM BRANDS HOLDINGS, INC.
SB/RH HOLDINGS, LLC**

By: /s/ Ehsan Zargar

Name: Ehsan Zargar

Title: Executive Vice President, General Counsel and Corporate Secretary