

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	
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1. Name and Address of Reporting Person * <u>Genito Anthony L</u> (Last) (First) (Middle) C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE (Street) MADISON WI 53711 (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 Officer (give title below) Other (specify below) X EVP, CFO and CAO
	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/01/2013		F		2,026 ⁽¹⁾	D	\$66.1 ⁽²⁾	21,924	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 ⁽³⁾	(4)(5)							(4)(5)	(4)(5)	Common Stock	74,999	74,999	D	
Performance Rights ⁽³⁾	(6)							(6)	(6)	Common Stock	25,000	25,000	D	
Performance Rights ⁽³⁾	(7)							(7)	11/16/2013	Common Stock	18,518	18,518	D	
Performance Rights ⁽³⁾	(8)							(8)	11/16/2013	Common Stock	44,444	44,444	D	
Performance Rights ⁽³⁾	(9)							(9)	11/16/2013	Common Stock	14,815	14,815	D	

Explanation of Responses:

- These shares of the Issuer's common stock were automatically withheld to satisfy Mr. Genito's tax withholding obligation upon the vesting of restricted stock representing 17,364 shares awarded to him on November 15, 2010 under the Issuer's 2009 Incentive Plan.
- Reflects the weighted average price of 2,026 shares of Common Stock of the Issuer sold by Mr. Genito in multiple transactions on October 1, 2015 at prices ranging from \$64.88 to \$66.37 per share. Mr. Genito undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Each performance right represents a contingent right to receive one share of the Issuer's common stock.
- Up to 50% of such performance rights granted under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 (the "Performance Vesting Date") ("2013 Award"). In addition, an amount equal to the 2013 Award will vest, if Mr. Genito is employed by the Issuer through the first anniversary of the Performance Vesting Date. Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award, which represents achievement of 135% of the performance targets. If 100% of the performance targets is achieved, 55,555 shares are issuable upon full vesting of the 2013 Award.
- Mr. Genito shall also be eligible to receive up to 19,444 additional shares ("Additional Award") within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2014 and if Mr. Genito is employed by the Issuer at that date.
- The performance rights will vest 100% within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 in connection with the successful integration of the Hardware Home Improvement Group from Stanley Black & Decker, Inc., and if Mr. Genito is employed by the Issuer on such date.
- 50% of the performance rights granted on November 15, 2010 under the Issuer's 2011 Two-Year Equity Award Plan vested on November 16, 2012 and such performance rights settled for 18,518 shares of the Issuer's common stock (the "Two-Year Award"). In addition, an amount equal to the Two-Year Award will vest on November 16, 2013, if Mr. Genito is employed by the Issuer on such date.
- 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan vested on November 16, 2012 and such performance rights settled for 44,444 shares of the Issuer's common stock. An additional 44,444 performance rights will vest and settle for shares of the Issuer's common stock on November 16, 2013, if Mr. Genito is employed by the Issuer on such date.
- 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan for exceeding performance targets vested on November 16, 2012 and such performance rights settled for 14,815 shares of the Issuer's common stock. An additional 14,815 performance rights will vest and settle for shares of the Issuer's common stock on November 16, 2013, if Mr. Genito is employed by the Issuer on such date.

Remarks:

/s/ Nathan E. Fagre, attorney-in-fact 10/03/2013

** 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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