

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Martin Douglas L</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) EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2016</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 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	12/01/2016		M		7,755	A	(1)	32,179	D	
Common Stock	12/01/2016		F		4,719 ⁽²⁾	D	\$114.39	27,460	D	
Common Stock	12/01/2016		M		770	A	(3)	28,230	D	
Common Stock	12/01/2016		F		469 ⁽⁴⁾	D	\$114.39	27,761	D	
Common Stock	12/01/2016		M		10,312	A	(5)	38,073	D	
Common Stock	12/01/2016		F		6,275 ⁽⁶⁾	D	\$114.39	31,798	D	
Common Stock	12/01/2016		M		7,661	A	(7)(8)	39,459	D	
Common Stock	12/01/2016		F		4,662 ⁽⁹⁾	D	\$114.39	34,797	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 ⁽¹⁰⁾	(1)(3)	12/01/2016		M		8,525		(1)(3)	(1)(3)	Common Stock	8,525	(1)(3)	0	D
Performance Rights ⁽¹⁰⁾	(5)	12/01/2016		M		10,312		(5)	(5)	Common Stock	10,312	(5)	10,313	D
Performance Rights ⁽¹⁰⁾	(7)(8)	12/01/2016		M		7,661		(7)(8)	(7)(8)	Common Stock	7,661	(7)(8)	13,025	D

Explanation of Responses:

- The remaining 50% of the performance rights granted on December 15, 2014 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan vested on December 1, 2016, and such performance rights, representing the 2015 EIP Service Award portion of Mr. Martin's 2015 EIP Award, settled for 7,755 shares of the Issuer's common stock.
- Represents shares of the Issuer's common stock withheld to satisfy Mr. Martin's tax withholding obligation upon the vesting and settling of performance rights of the 2015 EIP Service Award portion of Mr. Martin's 2015 EIP Award.
- Mr. Martin also received 770 additional shares, representing the 2015 EIP Additional Award portion of Mr. Martin's 2015 EIP Award, as the Issuer exceeded by a certain percentage the 2015 consolidated cash flow target for the 2015 EIP Performance Award for the fiscal year ended September 30, 2015, and the Issuer's consolidated cash flow results for the fiscal year ended September 30, 2016 were greater than the comparable results for 2015.
- Represents shares of the Issuer's common stock withheld to satisfy Mr. Martin's tax withholding obligation upon the vesting and settling of performance rights of the 2015 EIP Additional Award portion of Mr. Martin's 2015 EIP Award.
- Represents shares of the Issuer's common stock issued upon the vesting of performance rights granted on February 2, 2015 under the Spectrum Brands Holdings, Inc. S2B Plan. 50% of the performance rights vested on December 1, 2016 (the "S2B Performance Vesting Date"), and such performance rights representing the S2B Performance Award portion of Mr. Martin's S2B Award, settled for 10,312 shares of the Issuer's common stock. An additional 10,313 shares will vest on December 1, 2017, the first anniversary of the S2B Performance Vesting Date (such date, the "S2B Service Vesting Date"), if Mr. Martin remains employed by the Issuer on such first anniversary (such amount, the "S2B Service Award").
- Represents shares of the Issuer's common stock withheld to satisfy Mr. Martin's tax withholding obligation upon the vesting and settling of performance rights of the S2B Performance Award portion of Mr. Martin's S2B Award.
- Performance rights granted on December 15, 2015 under the Spectrum Brands Holdings, Inc. 2016 Equity Incentive Plan (the "2016 EIP Award") were earned as of December 1, 2016, and 50% of such performance rights, representing the 2016 EIP Performance Award portion of Mr. Martin's 2016 EIP Award, settled for 7,661 shares of the Issuer's common stock.
- In addition, 7,662 shares, representing the 2016 EIP Service Award portion of Mr. Martin's 2016 EIP Award, will vest on December 1, 2017 if Mr. Martin remains employed by the Issuer on such first anniversary. Mr. Martin also shall be eligible to receive up to 5,363 additional shares, representing the 2016 EIP Additional Award portion of Mr. Martin's 2016 EIP Award, based on the Issuer exceeding by a

certain percentage the 2016 adjusted EBITDA and 2016 consolidated free cash flow targets for the fiscal year ended September 30, 2016. The 2016 EIP Additional Award will vest on December 1, 2017 if Mr. Martin remains employed by the Issuer as of such date and if the Issuer's 2017 adjusted EBITDA and consolidated free cash flow results are equal to or greater than the comparable results for 2016.

9. Represents shares of the Issuer's common stock withheld to satisfy Mr. Martin's tax withholding obligation upon the vesting and settling of performance rights of the 2016 EIP Performance Award portion of Mr. Martin's 2016 EIP Award.

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

Remarks:

/s/ Nathan Fagre, as attorney-in-
fact

** Signature of Reporting Person 12/05/2016
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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