

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

**CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): October 23, 2018

SPECTRUM BRANDS HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-4219
(Commission
File Number)

74-1339132
(I.R.S. Employer
Identification No.)

3001 Deming Way
Middleton, Wisconsin 53562
(Address of principal executive offices)

(608) 275-3340
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§232.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On October 23, 2018, the Board of Directors (the “Board”) of Spectrum Brands Holdings, Inc. (the “Company”) increased the size of the Board to eight members and elected Ms. Sherianne James to the newly created vacancy. Ms. James will serve as a Class I director of the Company, which has its term expiring at the Company’s next annual meeting of stockholders. At this time, Ms. James has not been appointed to any committees of the Board. Ms. James’ cash and equity compensation arrangements as a director will be the same as those previously reported for other non-employee directors.

The addition of Ms. James to the Board and the previously announced appointment of Mr. Terry Polistina as lead independent director furthers the corporate governance of the Company and complements the Board’s oversight, independence, diversity and mix of experience.

On October 23, 2018, the Company also appointed Randal D. Lewis as its Senior Vice President and Chief Operating Officer. Mr. Lewis, 52, served as President of the Company’s Consumer Products Group since April 2018 and previously led the former Pet, Home & Garden Division since November 2014. Prior to that, he was Senior Vice President and General Manager of Home & Garden since January 2011, where he led the restructuring of that business. From 2005 until 2011, Mr. Lewis served as Home & Garden’s Vice President, Manufacturing and Vice President, Operations upon the acquisition of the business by the Company. Prior to that, Mr. Lewis held various leadership roles from 1997 to 2005 with the former United Industries Corporation and from 1989 to 1997 with Unilever. Mr. Lewis earned a bachelor of science degree in mechanical engineering from the University of Illinois, Urbana-Champaign in 1988.

Mr. Lewis is a party to a Severance Agreement, dated February 1, 2016, with Spectrum Brands, Inc. (as amended) and a Letter Agreement, dated October 23, 2018, with the Company and Spectrum Brands, Inc. (together, such agreements, the “Agreement”). Pursuant to the Agreement, Mr. Lewis will receive a salary of \$450,000 per annum, will participate in the Company’s short and long-term compensation plans commensurate with his title and position with the Company, and will be entitled to participate in the Company’s benefits and perquisite plans made available to other similarly-situated senior executives of the Company.

The Agreement provides that if Mr. Lewis is terminated for “cause” (as defined below) or terminates his employment voluntarily, Mr. Lewis’ salary and other benefits provided under the Agreement cease at the time of such termination and Mr. Lewis is entitled to no further compensation. Notwithstanding this, Mr. Lewis would be entitled to continue to participate in the Company’s medical benefit plans to the extent required by law. Further, upon any such termination of employment, the Company would pay to Mr. Lewis accrued pay and benefits. If the employment of Mr. Lewis with the Company is terminated by the Company without “cause” or due to Mr. Lewis’ death or disability, Mr. Lewis is entitled to receive certain post-termination payments and benefits, detailed below, contingent upon execution of a separation agreement with a release of claims agreeable to the Company. In such event the Company would pay Mr. Lewis an amount in cash equal to the sum of (i) one and one-third of Mr. Lewis’ annual base salary in effect immediately prior to Mr. Lewis’ termination, and (ii) the target annual bonus award for the fiscal year in which such termination occurs, to be paid in equal semi-monthly installments over the 16-month period immediately following his termination. In addition, for the 16-month period immediately following such termination, the Company will arrange to provide Mr. Lewis and his dependents with insurance and other benefits on a basis substantially similar to those provided to Mr. Lewis and his dependents prior to his termination. Mr. Lewis will be entitled to have unvested outstanding time-based equity awards vest to the extent and as provided in the applicable equity award agreements.

The above benefits will cease immediately upon the discovery by the Company of Mr. Lewis’ breach of the non-competition, non-solicitation, secret processes and confidentiality provisions included in the Agreement. The non-competition and non-solicitation provisions extend for 16 months following Mr. Lewis’ termination and the confidentiality provisions extend for two years.

In the Agreement, “cause” is defined as the occurrence of any of the following events: (i) the commission by Mr. Lewis of any fraud, embezzlement or other material act of dishonesty with respect to the Company or any of its affiliates (including the unauthorized disclosure of confidential or proprietary information of the Company or any of its affiliates or subsidiaries); (ii) Mr. Lewis’ conviction of, or plea of nolo contendere with respect to, any felony or other crime, the elements of which are substantially related to the duties and responsibilities associated with Mr. Lewis’ employment; (iii) Mr. Lewis’ willful misconduct; (iv) the willful failure or refusal of Mr. Lewis to perform his duties as set forth herein, if not remedied following 30 days’ written notice; or (v) Mr. Lewis’ breach any of the terms of the Agreement or any other agreement between Mr. Lewis and the Company which is not remedied within 30 days following notice.

Item 7.01 Regulation FD Disclosure.

On October 25, 2018, the Company issued a press release in connection with the foregoing. A copy of the press release is furnished as exhibit 99.1 hereto and is incorporated herein by reference.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date of this report.

Item 8.01 Other Events.

The Company will host its next annual meeting of stockholders on July 10, 2019. For information regarding the submission of shareholder proposals at the annual meeting, see the Company's definitive proxy statement filed with the SEC on April 30, 2018.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

The following exhibits are being filed with this Current Report on Form 8-K.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release, dated October 25, 2018 |

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: October 26, 2018

SPECTRUM BRANDS HOLDINGS, INC.

By: /s/ Ehsan Zargar
Name: Ehsan Zargar
Title: Executive Vice President, General Counsel and Secretary

For Immediate Release

**Investor/Media Contact: Dave Prichard
608-278-6141**

**Spectrum Brands Announces Appointment of Sherianne James to its Board of Directors
and Randy Lewis as its Chief Operating Officer**

Middleton, WI, October 25, 2018 – Spectrum Brands Holdings, Inc. (“Spectrum Brands” or the “Company”; NYSE: SPB), a global consumer products company offering a broad portfolio of leading brands and focused on driving innovation and providing exceptional customer service, today announced the appointment of Sherianne James to its Board of Directors and the appointment of Randal D. Lewis to the newly created position of Senior Vice President and Chief Operating Officer, effective October 23, 2018.

The addition of Ms. James to the Board and the previously announced appointment of Mr. Terry Polistina as lead independent director furthers the corporate governance of the Company and complements the Board’s oversight, independence, diversity and mix of experience. The appointment of Ms. James increases the size of the Spectrum Brands Board to eight directors. Ms. James is Chief Marketing Officer of Essilor of America, a leading U.S. supplier of optical lenses, and will serve a term expiring at Spectrum Brands’ 2019 annual meeting of shareholders.

“Sherianne’s deep experience and demonstrated track record of success across the total product experience, including global brand management and consumer insights, will be valuable in our drive to accelerate new product development and introduce timely, impactful innovation to our retail customers and consumers, especially in the online channel,” said David M. Maura, Executive Chairman and Chief Executive Officer of Spectrum Brands. “We welcome Sherianne to our Board and look forward to drawing on her extensive knowledge base in digital marketing, mass media, product positioning, integrated and channel marketing, and strategic customer selling.”

A 13-year veteran of Spectrum Brands, Mr. Lewis most recently served as President, Consumer Products Group consisting of the Company’s Pet Care, Home & Garden and Global Auto Care businesses. In addition to the leaders of those three businesses, the presidents of the Hardware & Home Improvement (HHI) division as well as the discontinued operations of Global Batteries and Lights and Home & Personal Care Appliances will now report to Mr. Lewis in his new position as Chief Operating Officer.

“Randy has the proven leadership acumen, operating skills set and change management experience to make him a very strong COO at this important stage of our Company’s transition as we capitalize on the many opportunities across our businesses,” said Maura. “In working with Randy over many years, I have been consistently impressed with his passion and laser focus on delivering operational excellence, outstanding customer service, cost efficiency, and sustainable organic growth through innovation and best-in-class brand marketing and merchandising. Randy is a tested leader with excellent instincts who commands the respect and admiration of our Board, co-workers, customers and suppliers.”

Biographical Information

Ms. James, 49, has served as Chief Marketing Officer of Essilor of America since August 2017 and previously was Vice President, Consumer Marketing for the company since July 2016. From February 2011 to July 2016, she held positions of increasing responsibility in marketing and operations for Transitions Optical, a division of Essilor of America, culminating in her role as Vice President of Transitions Optical from April 2014 to July 2016. From July 2005 through December 2010, Ms. James was Senior Marketing Manager for Russell Hobbs, Inc./Applica with responsibility for the Black+Decker® and George Foreman® small appliance brands. She previously held a number of key project manager, research manager and brand manager positions with Kraft Foods and, later, Kraft/Nabisco Foods from June 1995 to June 2005. Ms. James earned a bachelor of science degree in chemical engineering from the University of Florida in 1994 and an MBA from Northwestern University’s Kellogg Graduate School of Management in 2002.

Mr. Lewis, 52, served as President of Spectrum Brands’ Consumer Products Group since April 2018 and previously led the former Pet, Home & Garden Division since November 2014. Prior to that, he was Senior Vice President and General Manager of Home & Garden since January 2011, where he led the restructuring of the business. From 2005-2011, Mr. Lewis served as Home & Garden’s Vice President, Manufacturing and Vice President, Operations upon the acquisition of the business by Spectrum Brands. Prior to that, Mr. Lewis held various leadership roles from 1997-2005 with the former United Industries Corporation and from 1989-1997 with Unilever. Mr. Lewis earned a bachelor of science degree in mechanical engineering from the University of Illinois, Urbana-Champaign in 1988.

About Spectrum Brands Holdings, Inc.

Spectrum Brands, a member of the Russell 1000 Index, is a global consumer products company offering a portfolio of leading brands providing superior value to consumers and customers every day. The Company is a leading supplier of consumer batteries, residential locksets, residential builders’ hardware, plumbing, shaving and grooming products, personal care products, small household appliances, specialty pet supplies, lawn and garden and home pest control products, personal insect repellents, and auto care products. Helping to meet the needs of consumers worldwide, our Company offers a broad portfolio of market-leading, well-known and widely trusted brands including Rayovac®, VARTA®, Kwikset®, Weiser®,

Baldwin®, *National Hardware®*, *Pfister®*, *Remington®*, *George Foreman®*, *Russell Hobbs®*, *Black+Decker®*, *Tetra®*, *Marineland®*, *Nature's Miracle®*, *Dingo®*, *8-in-1®*, *FURminator®*, *IAMS®* and *Eukanuba®* (Europe only), *Digest-eeze™*, *Healthy-Hide®*, *Littermaid®*, *Spectracide®*, *Cutter®*, *Repel®*, *Hot Shot®*, *Black Flag®*, *Liquid Fence®*, *Armor All®*, *STP®* and *A/C PRO®*. Spectrum Brands' products are sold by the world's top 25 retailers and are available in more than one million stores in approximately 160 countries. Based in Middleton, Wisconsin, Spectrum Brands generated net sales from continuing operations of approximately \$3.0 billion in fiscal 2017. For more information, visit www.spectrumbrands.com.

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