

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| 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

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|---|---|--|---|
| 1. Name and Address of Reporting Person* <u>Zargar Ehsan</u> (Last) (First) (Middle) C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY (Street) MIDDLETON WI 53562 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2018 | 3. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [SPB]</u> | |
| | | 4. 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, GC & Corporate Secretary | 5. 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 25,366 ⁽¹⁾ | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---------------------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Employee Stock Option (right to buy) ⁽¹⁾ | (2) | 11/25/2024 ⁽³⁾ | Common Stock 5,009 | 82.86 | D | |
| Employee Stock Option (right to buy) ⁽¹⁾ | (2) | 11/29/2023 ⁽³⁾ | Common Stock 3,958 | 72.92 | D | |

Explanation of Responses:

- The equity awards reported herein were received in connection with the reporting person's employment with HRG Group, Inc., the predecessor to the Issuer, and do not reflect any awards granted in connection with the reporting person's employment with the Issuer.
- The employee stock options reported on this line are vested and exercisable.
- The options reported on this line expire on the tenth anniversary of the date of grant, except as set forth in the Amended and Restated Retention Letter, dated as of September 15, 2017, by and between HRG Group, Inc. and the reporting person (as filed as Exhibit 10.22 to the Annual Report on Form 10-K, filed November 20, 2017).

/s/ Ehsan Zargar 10/03/2018
 ** 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 5 (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.