

Spectrum Brands Holdings, Inc.

Form 4

October 04, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FAGRE NATHAN E

(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
Spectrum Brands Holdings, Inc.
[SPB]

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) SVP, GC and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	11/30/2012		F	Amount 1,855 (1)	(A) or (D) D \$ 47.78	8,172 (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	8. D Se (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights ⁽³⁾	<u>(4)</u> <u>(5)</u>					<u>(4)(5)</u>	<u>(4)(5)</u>	Common Stock	15,000
Performance Rights ⁽³⁾	<u>(6)</u>					<u>(6)</u>	11/16/2013	Common Stock	2,500
Performance Rights ⁽³⁾	<u>(7)</u>					<u>(7)</u>	11/16/2013	Common Stock	5,000
Performance Rights ⁽³⁾	<u>(8)</u>					<u>(8)</u>	11/16/2013	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAGRE NATHAN E C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE MADISON, WI 53711	X		SVP, GC and Secretary	

Signatures

/s/ Nathan E.
Fagre

10/04/2013

 Signature of
Reporting Person

 Date

Explanation of Responses:

* 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).

These shares of the Issuer's common stock were automatically withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting of performance rights representing 5,000 shares awarded to him on November 15, 2010 under the Issuer's Equity Award Plan. The disposition of these shares had not been previously reported.

- (1) Includes 5,000 shares of restricted stock of the Issuer granted to Mr. Fagre on April 1, 2012, under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan, which will vest, if Mr. Fagre is employed by the Issuer through September 30, 2013. The vesting date shall occur as soon as practical, but in no event later than 74 days, following September 30, 2013.
- (3) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

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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")("Performance Award"). In addition, an amount equal to the Performance Award will vest, if Mr. Fagre is

(4) employed by the Issuer through the first anniversary of the Performance Vesting Date ("Service Award"). Mr. Fagre will also be eligible to receive up to 5,250 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. Fagre is employed by the Issuer at that date. The Performance Award, the Service Award and the Additional Award together constitute the 2013 Award.

Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award, which represents achievement

(5) of 135% of the performance targets. If 100% of the performance targets is achieved, 15,000 shares are issuable upon full vesting of the 2013 Award.

50% of the performance rights granted on January 17, 2011 under the Issuer's 2011 Two-Year Equity Award Plan vested on November

(6) 16, 2012 and such performance rights settled for 2,500 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. Fagre is employed by the Issuer on such date.

50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan vested on November 16, 2012

(7) and such performance rights settled for 5,000 shares of the Issuer's common stock. In addition, an amount equal to the 2012 Award will vest on November 16, 2013, if Mr. Fagre is employed by the Issuer on such date.

50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan for exceeding performance

(8) targets vested on November 16, 2012 and such performance rights settled for 2,000 shares of the Issuer's common stock. In addition, an amount equal to the settlement will vest on November 16, 2013, if Mr. Fagre is employed by the Issuer on such date.

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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