Spectrum Brands Holdings, Inc.

Form 4

October 04, 2013

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue.

See Instruction 1(b).

(Print or Type Responses)

(Last)

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

2. Issuer Name and Ticker or Trading Symbol

Spectrum Brands Holdings, Inc.

[SPB]

(Middle)

3. Date of Earliest Transaction

10/02/2013

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Month/Day/Year)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

below) SVP, GC and Secretary

C/O SPECTRUM BRANDS HOLDINGS, INC., 601 RAYOVAC DRIVE

(First)

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MADISON, WI 53711

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Common

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year)

10/02/2013

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Price

Code V Amount (D) \$ 1,773

F

D 66.23 (2)

6,399 (3) D

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

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# 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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights (4)	(5) (6)					(5)(6)	(5)(6)	Common Stock	15,000
Performance Rights (4)	<u>(7)</u>					<u>(7)</u>	11/16/2013	Common Stock	2,500
Performance Rights (4)	<u>(8)</u>					<u>(8)</u>	11/16/2013	Common Stock	5,000
Performance Rights (4)	<u>(9)</u>					<u>(9)</u>	11/16/2013	Common Stock	2,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. U	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

\*\*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 (1) 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.

**(2)** 

Reporting Owners 2

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Reflects the weighted average price of 1,773 shares of Common Stock of the Issuer sold by Mr. Fagre in multiple transactions on October 2, 2013 at prices ranging from \$66.09 to \$66.34 per share. Mr. Fagre 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.

- Includes 5,000 shares of restricted stock of the Issuer granted to Mr. Fagre on April 1, 2012, under the Spectrum Brands Holdings, Inc.

  (3) 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.
- (4) 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") ("Performance Award"). In addition, an amount equal to the Performance Award will vest, if Mr. Fagre is
- (5) 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 (6) 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 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 (8) 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 (9) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.