

Spectrum Brands Holdings, Inc.

Form 4

February 04, 2015

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

OMB APPROVAL

OMB  
Number: 3235-0287Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5Check 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lumley David R

(Last) (First) (Middle)

C/O SPECTRUM BRANDS  
HOLDINGS, INC., 3001 DEMING  
WAY

(Street)

MIDDLETON, WI 53562

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Spectrum Brands Holdings, Inc.  
[SPB]3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/20154. 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)  
CEO and President GB&PC H&G6. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                             |

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

**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 control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Spectrum Brands Holdings, Inc. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D)                                                                 | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Performance<br>Rights <u>(1)</u>                    | <u>(2)</u>                                                            | 02/02/2015                              |                                                             | A                                       |                                                                                                              | 54,771                                                         |                                                                     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 54,771                              |
| Performance<br>Rights <u>(1)</u>                    | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                              |                                                                |                                                                     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 33,138                              |
| Performance<br>Rights <u>(1)</u>                    | <u>(4)</u> <u>(5)</u>                                                 |                                         |                                                             |                                         |                                                                                                              |                                                                |                                                                     | <u>(4)(5)</u>       | <u>(4)(5)</u>      | Common<br>Stock | 45,435                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |                             |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                                | Director      | 10% Owner | Officer                     | Other |
| Lumley David R<br>C/O SPECTRUM BRANDS HOLDINGS, INC.<br>3001 DEMING WAY<br>MIDDLETON, WI 53562 | X             |           | CEO and President GB&PC H&G |       |

## Signatures

/s/ Nathan E. Fagre,  
attorney-in-fact

02/04/2015

                     \*\*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).

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

Represent performance rights granted under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan ("2015 EIP Award"). The 2015 EIP Award shall only be payable if the Issuer achieves adjusted EBITDA of at least \$760 million for the fiscal year ending

(2) September 30, 2015 ("2015 Adjusted EBITDA"), as determined within 74 days following the end of said fiscal year (such date, the "2015 EIP Award Date"). If the Issuer achieves 2015 Adjusted EBITDA, the 2015 EIP Award shall vest 50% each on the first and second anniversary of the 2015 EIP Award Date.

Represent performance rights granted on February 4, 2013 under the Spectrum Brands Holdings, Inc. 2013 Spectrum 750 Plan ("SPB750 Award"). 50% vested on December 1, 2014 (such date, the "SPB750 Performance Vesting Date"), and such performance rights,

(3) representing the SPB750 Performance Award portion of Mr. Lumley's SPB750 Award, settled for 33,138 shares of the Issuer's common stock. An additional 33,138 shares will vest on December 1, 2015, the first anniversary of the SPB750 Performance Vesting Date (such date, the "SPB750 Service Vesting Date"), if Mr. Lumley remains employed by the Issuer on such first anniversary (such amount, the "SPB750 Service Award").

(4)

## Edgar Filing: Spectrum Brands Holdings, Inc. - Form 4

Represent performance rights granted on November 29, 2013 under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan ("2014 EIP Award"). 50% vested on December 1, 2014 (the "2014 EIP Performance Vesting Date"), and such performance rights, representing the 2014 EIP Performance Award portion of Mr. Lumley's 2014 EIP Award, settled for 38,963 shares of the Issuer's common stock. An additional 38,963 shares will vest on December 1, 2015, the first anniversary of the 2014 EIP Performance Vesting Date (such date, the "2014 EIP Service Vesting Date"), if Mr. Lumley remains employed by the Issuer on such first anniversary (such amount, the "2014 EIP Service Award").

- (5) Mr. Lumley shall also be eligible to receive up to 6,472 additional shares (the "2014 EIP Additional Award") based on the Issuer exceeding by a certain percentage the 2014 adjusted EBITDA and consolidated cash flow targets for the 2014 EIP Performance Award for the fiscal year ended September 30, 2014. The 2014 EIP Additional Award will vest on the 2014 EIP Service Vesting Date if Mr. Lumley remains employed by the Issue as of such date and if the Issuer's 2015 adjusted EBITDA and consolidated cash flow results are equal to or greater than the comparable results for 2014. The 2014 EIP Performance Award, the 2014 EIP Service Award, and the 2014 EIP Additional Award together constitute the 2014 EIP Award.

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.